

**ORGANISATION INCORPORATED AS A CHARITABLE
COMPANY LIMITED BY GUARANTEE**

The Companies Act 2006 : Company Limited by Guarantee and Not Having Share Capital

**Articles of Association
of
Woodcraft Folk**

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1. PROVISIONS

1.1. Interpretation

- 1.1.1. In these articles any defined terms used are set out in Article 6 (Defined terms). If any dispute arises in relation to the interpretation of these Articles or any of the rules, the Standing Orders Committee may resolve it and all persons in dispute about the matter shall be bound by the decision of the Standing Orders Committee except in the case of manifest error.
- 1.1.2. Throughout these Articles, “charity” is defined under the law of England and Wales and the law of Scotland. “Charitable benefit” shall be interpreted according to both the law of England and Wales and the law of Scotland.

1.2. Name

The name of the company is Woodcraft Folk. In these Articles it is called “the organisation”.

1.3. Registered office

The registered office of the organisation is situated in England.

1.4. Objects

The objects of the organisation are the advancement of education and the empowerment of children and young people for the public benefit by:

- 1.4.1. encouraging children and young people to participate in society, improving their lives and others through active citizenship; and
- 1.4.2. promoting the interests and welfare of children and young people

1.5. Mission

In furtherance of the above objects but not otherwise the organisation shall further the International Cooperative Alliance’s Statement on the Co-operative Identity. It shall seek to be recognised as the Co-operative and Trade Union movements’ educational and empowerment organisation open to all with the aim of building an environmentally sustainable world built on children’s and human rights, equality, friendship, peace, economic & social justice and co-operation

1.6. Powers of the organisation

To further its objects, the organisation may:

- 1.6.1. provide services and facilities and provide social, cultural, sporting and recreational activities, outdoor education and forums for discussions and debate;
- 1.6.2. establish, support, promote and operate a network of groups and districts;
- 1.6.3. support fundraising activities for charitable and social causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 1.6.4. establish, co-ordinate, promote and operate camps, seminars, events, festivals trips and other activities for the development of its members;
- 1.6.5. alone or with other organisations:
- (a) carry out campaigning activities;
 - (b) seek to influence public opinion;
 - (c) make representations to and seek to influence governmental and other bodies and institutions; and
 - (d) develop, reform and implement appropriate policies, legislation and regulations,
- provided that all such activities shall be confined to the activities which a charity may properly undertake;
- 1.6.6. write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 1.6.7. promote, initiate, develop or carry out education and training and arrange, provide

- or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 1.6.8. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 1.6.9. co-operate with other charities and bodies and exchange information and advice with them;
 - 1.6.10. become a member, affiliate or associate of other charities and bodies;
 - 1.6.11. support, set up or amalgamate with other charities with objects identical or similar to the organisation's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the organisation's objects);
 - 1.6.12. purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the organisation's objects;
 - 1.6.13. pay out of the funds of the organisation the costs of forming and registering the organisation;
 - 1.6.14. raise funds and invite and receive contributions from any person provided that the organisation itself shall not carry out any taxable trading activities in raising funds;
 - 1.6.15. trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
 - 1.6.16. borrow and raise money on such terms and security as the organisation may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);
 - 1.6.17. purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
 - 1.6.18. sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
 - 1.6.19. make grants or loans of money and give guarantees;
 - 1.6.20. set aside funds for special purposes or as reserves against future expenditure;
 - 1.6.21. invest and deal with the organisation's money not immediately required for its objects in or upon any investments, securities, or property;
 - 1.6.22. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - (a) the investment policy is set down in writing for the financial expert by the General Council;
 - (b) every transaction is reported promptly to the General Council;
 - (c) the performance of the investments is reviewed regularly by the General Council;
 - (d) the General Council is entitled to cancel the delegation at any time;
 - (e) the investment policy and the delegation arrangements are reviewed regularly;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the General Council on receipt; and
 - (g) the financial expert may not do anything outside the powers of the General Council;
 - 1.6.23. arrange for investments or other property of the organisation to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in the United Kingdom) under the control of the General Council or a financial expert acting under their instructions and to pay any reasonable fee required;
 - 1.6.24. lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
 - 1.6.25. open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
 - 1.6.26. establish or acquire subsidiary companies to carry on any trade;
 - 1.6.27. subject to Article 1.7 (Limitation on private benefits), employ and pay employees

- and professionals or other advisors;
- 1.6.28. grant pensions and retirement benefits to employees of the organisation and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the organisation and their dependants;
- 1.6.29. pay out of the funds of the organisation the cost of any premium in respect of any indemnity insurance to cover the liability of the members of the General Council (or any of them) 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 organisation, including without limitation any liability to make a contribution to the organisation's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:
- (a) any claim arising from any liability incurred by the General Council to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (b) any liability incurred by a member of the General Council in defending any criminal proceedings in which that member is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
 - (c) any liability incurred by a member of the General Council to the organisation that arises out of any conduct which that member knew (or must reasonably be assumed to have known) was not in the interests of the organisation or in the case of which he or she did not care whether it was in the best interests of the organisation or not; or
- 1.6.30. in relation to any liability to make a contribution to the organisation's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the member of the General Council's liability is his or her knowledge prior to the insolvent liquidation of the organisation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the organisation would avoid going into insolvent liquidation; and
- 1.6.31. do all such other lawful things as shall further the organisation's objects.

1.7. Limitation on private benefit

- 1.7.1. The income and property of the organisation shall be applied solely towards the promotion of the Objects.
- 1.7.2. A member of General Council:
- (a) is entitled to be reimbursed from the property of the organisation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the organisation.
 - (b) may benefit from trustee indemnity insurance cover purchased at the organisation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) may receive an indemnity in respect of any liabilities properly incurred in running the organisation (including the costs of a successful defence to criminal proceedings).
- 1.7.3. None of the income or property of the organisation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the organisation. This does not prevent a member who is not also a member of the General Council receiving:
- (a) benefit from the organisation in the capacity of a beneficiary of the organisation;
 - (b) reasonable and proper remuneration for any goods or services supplied to the organisation at the request of the General Council.
- 1.7.4. A member of General Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the organisation except:
- (a) as mentioned in Articles 1.7.2 and 1.7.5;
 - (b) payment to any company in which a member of General Council has no more than a 1 per cent shareholding; and
 - (c) in exceptional cases, other payments or benefits (but only with the written

approval of the Commission in advance).

- 1.7.5. A member of the General Council may not be an employee of the organisation, but a member of the General Council or a person Connected with him or her may enter into a contract with the organisation to supply goods or services in return for a payment or other material benefit if:
- (a) the goods or services are actually required by the organisation;
 - (b) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the General Council in accordance with the procedure in Article 4.15.
 - (c) fewer than fifty percent of the members of General Council are interested in any such contract in any financial year.
- 1.7.6. For any transaction authorised by Article 1.7.5, the General Council member's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the organisation shall be disapplied provided the relevant provisions of Article 4.15 and of the Articles in relation to declaring and authorising Conflicts of Interest have been complied with.

2. MEMBERS

2.1. Categories of Membership

- 2.1.1. Until and including the Effective Date, the subscribers to the Memorandum shall be the members of the organisation. Thereafter, the members of the organisation for the purposes of the Companies Acts shall be as follows:
- (a) Members with voting rights, consisting of:
 - i Group Members;
 - ii District Members;
 - iii Regional District Fellowship Members;(together, "Voting Members"); and
 - (b) Individual members without voting rights ("Individual Members").
- 2.1.2. There shall also be associate and affiliate members ("Associate Members" and "Affiliate Members"), who shall not be members of the organisation for the purposes of the Companies Acts.
- 2.1.3. Subject to the Companies Acts, the Annual Conference may from time to time alter the above categories of membership and establish such different categories of membership as it sees fit. The Annual Conference may levy subscriptions on members of the organisation at such rate(s) as shall be decided by resolution and may levy subscriptions at different rates on different classes or categories of members.

2.2. Group Members

- 2.2.1. Group Members of the organisation shall be the local Groups (as defined in the Aims, Principles and Programme), which have been registered with the organisation in accordance with the Aims, Principles and Programme.

2.3. District Members

- 2.3.1. District Members shall be the District Associations (as defined in the Aims, Principles and Programme), which have been approved by the organisation in accordance with the Aims, Principles and Programme.

2.4. Regional District Fellowship Members

- 2.4.1. Regional District Fellowship Members shall be the District Fellowship Regions, as defined in the Aims, Principles and Programme.

2.5. Individual Members

- 2.5.1. Individual Members shall be:
- (a) any individual interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Annual Conference of the organisation and signed up to the Aims, Principles and Programme of the

- organisation;
- (b) any individual, under the age of 16, who regularly (as outlined in Article 6.27) attends a local Group which has paid its annual subscription and whose details have been sent to the registered office of the organisation; and
 - (c) any individual, under the age of 16, who regularly attends a registered and paid up Associate Member's activities and whose details have been both recorded by the Associate Member and provided for inclusion in the organisation's register of members.
- 2.5.2. Individual Members shall be members of the organisation for the purposes of the Companies Acts and shall have the right to address the Annual Conference, but shall not have any voting rights at the Annual Conference, any General Meeting or otherwise under the Companies Acts.

2.6. Associate Members and Affiliate Members

- 2.6.1. Associate Members shall be:
- any children's and young people's body corporate or unincorporated association that supports the Objects of the organisation and submits itself to the Aims, Principles and Programme and the policies of the Annual Gathering and may, with General Council's approval and upon payment of an annual registration fee laid out by the General Council, become an associate member, entitling its members and staff to enjoy such benefits as are approved for Associate Members from time to time by the General Council.
- 2.6.2. Affiliate Members shall be:
- any body corporate or unincorporated association that supports the Objects of the organisation and may affiliate upon payment of an annual registration fee as laid out by the General Council.
- 2.6.3. Associate Members and Affiliate Members shall not be members of the organisation for the purposes of the Companies Acts.
- 2.6.4. Associate Members and Affiliate Members shall have the right to address the Annual Conference, but shall not have any right to vote at the Annual Conference, any General Meeting or otherwise under the Companies Acts.

2.7. General provisions regarding Voting Members

- 2.7.1. Voting Members shall be members of the organisation through the person of the first named individual stated as a representative of the relevant Local Group, District Association or Regional District Fellowship in the organisation's register of members, who must be an Individual Member ("the Representative"). Voting Members may replace their Representatives from time to time by notice in writing from the Voting Member to the organisation.
- 2.7.2. Voting Members, through their Representatives, shall be members of the organisation for the purposes of the Companies Acts and shall have full voting rights under the Companies Acts.
- 2.7.3. A Voting Member must replace its Representative with another Individual Member within 30 days of it being required to do so by General Council, or within 30 days of its Representative ceasing to be a Individual Member.

2.8. Termination of Membership

- 2.8.1. Membership shall not be transferable and shall cease on death. A member shall cease to be a member of the organisation if:
- (a) in the case of individuals, he or she is a Individual Member under Article 2.5.1(b) or (c) and he or she reaches the age of 16; or
 - (b) if any subscription or other sum payable by the member to the organisation is not paid on the due date and remains unpaid at the end of the period of six calendar months; or
 - (c) if, at a quorate meeting of the General Council, a resolution is passed by simple majority resolving that the member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the organisation; or

- (d) if, at an Annual Conference a resolution is passed by a two-thirds majority of those present and voting that the member be expelled from membership.
- 2.8.2. Any member who has their membership terminated under Articles 2.8.1 (b) or (c), has the right to appeal to the next Annual Conference at which a simple majority of voting delegates can re-instate the member.
- 2.8.3. A resolution under Article 2.8.1(c) or (d) 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 expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the General Council (or in the case of a resolution to be passed at an Annual Conference, to the members). A member expelled by such a resolution shall nevertheless remain liable to pay to the organisation any subscription or other sum owed by them.

2.9. Register of Members

- 2.9.1. The names of all Individual Members, Group Members, District Members and Regional District Fellowship Members shall be entered in the organisation's register of members. The register of members shall include, where relevant, details of the Representative who is a member of the organisation on behalf of a Voting Member.

2.10. Liability of Members

- 2.10.1. The liability of each member who is a member of the organisation for the purposes of the Companies Acts is limited to £1, being the amount that each such member undertakes to contribute to the assets of the organisation in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
 - (a) payment of the organisation's debts and liabilities contracted before he or she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.
- 2.10.2. Associate Members and Affiliate Members, not being members of the organisation for the purposes of the Companies Acts, shall not be liable to contribute any amount to the assets of the organisation at any time.

3. CONFERENCE AND GENERAL MEETINGS

3.1. Annual Conference

- 3.1.1. The organisation shall hold an annual General Meeting called the Annual Conference once in each financial year, which shall be called and held in accordance with the Standing Orders for Annual Conference. Any Annual Conference held under this Article shall, for the purpose of the Companies Acts, be a General Meeting.
- 3.1.2. The Annual Conference shall be called in accordance with the Articles governing General Meetings and the Standing Orders for Annual Conference.
- 3.1.3. The Annual Conference shall include:
 - (a) the presentation of the accounts of the organisation for the previous financial year;
 - (b) the appointment of the auditors;
 - (c) the adoption of any resolutions the members see fit which are put to the meeting in accordance with these Articles and the Standing Orders;
 - (d) elections for any vacant seats on the General Council; and
 - (e) any alteration of the classes of membership under these Articles.

3.2. Annual Gathering

- 3.2.1. The organisation shall hold an Annual Gathering once every year, which shall be called and held in accordance with the Aims, Principles and Programme. The Annual Gathering shall not be a General Meeting for the purposes of the Companies Acts.

- 3.2.2. Members shall have the right to vote at an Annual Gathering according to the Aims, Principles and Programme.

3.3. General meetings

The General Council may call a General Meeting at any time. The General Council must call a General Meeting if requested to do so by the members, provided such request is made by members representing at least 5% of the total voting rights of all members having a right to vote at General Meetings.

3.4. Location of meetings

All General Meetings may be carried out at one single venue or simultaneously at separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, the members present in person or by proxy at each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

3.5. Length of notice

All General Meetings shall be called by issuing a "Final Agenda" as notice at least 14 clear days' before the meeting.

3.6. Notice and final agenda.

- 3.6.1. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a General Meeting or an Annual Conference, and the general nature of the business to be transacted.
- 3.6.2. If a resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as either an ordinary or special resolution.
- 3.6.3. Notice of General Meetings shall be given to all members, to the General Council and to the auditors of the organisation.
- 3.6.4. Notices shall be served as outlined in Article 5.4 (Communications by and to the organisation)

3.7. Quorum

- 3.7.1. No business shall be transacted at any General Meeting unless a quorum of Voting Members is present.
- 3.7.2. The quorum for Annual Conferences and General Meetings will be one hundred Voting Members present in person or by proxy, or one fifth of the total number of Group Members, whichever shall be lower.
- 3.7.3. If a quorum is not present within one hour and a half from the time appointed for the meeting, the meeting shall stand adjourned to at least 5 clear days later at the time and place as the General Council may determine and the General Council shall inform all members who were entitled to receive notice of the meeting and if at the adjourned meeting 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.

3.8. Chairing General Meetings

The chairperson of the meeting shall be the Chair of General Council or, in his or her absence, anyone else that the members of the General Council present at the meeting appoint.

3.9. Attendance, speaking and voting

- 3.9.1. Any member may attend and speak at any General Meeting.
- 3.9.2. Only Voting Members may vote at a General Meeting, and each Voting Member shall have one vote.
- 3.9.3. The General Council shall determine which Voting Members are correctly registered and entitled to vote 14 clear days before the start of the meeting.
- 3.9.4. Voting Members may appoint a proxy by giving notice in writing which fulfils the requirements set out in the Standing Orders for General Meetings.
- 3.9.5. Any Voting Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that

meeting or any adjournment of it, even though a proxy has been validly appointed on behalf of that Voting Member. If the Voting Member casts a vote in such circumstances, any vote cast by the appointed proxy is not valid.

- 3.9.6. Voting shall be conducted as required by the Standing Orders for General Meetings.
- 3.9.7. A member of General Council or Standing Orders Committee may attend and speak at any General Meeting but (unless a Voting Member) not vote.
- 3.9.8. The chair of the meeting may permit other persons who are not members of the organisation to attend and speak but not vote at any General Meeting.

3.10. Adjournment

- 3.10.1. The chair of the meeting may adjourn a General Meeting at which a quorum is present in a manner outlined in the Standing Orders for General Meetings.
- 3.10.2. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

3.11. Errors and disputes

- 3.11.1. No objection may be raised as to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 3.11.2. Any such objection must be referred to the chair of the meeting whose decision is final.

3.12. Voting at General Meetings

- 3.12.1. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Poll Votes

- 3.12.2. On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
 - (a) every Voting Member present in person; and
 - (b) every Voting Member present by proxy (subject to Article 3.9.5).
- 3.12.3. A poll on a resolution may be demanded:
 - (a) in advance of the General Meeting where it is to be put to the vote; or
 - (b) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 3.12.4. A poll may be demanded by:
 - (a) the chair of the meeting;
 - (b) the General Council;
 - (c) two or more Voting Members;
 - (d) any person, who, by virtue of being appointed proxy for one or more Voting Members, holds two or more votes.
- 3.12.5. A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken; and
 - (b) the chair of the meeting consents to the withdrawal.

Procedure on a poll

- 3.12.6. Subject to the Articles, polls at General Meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 3.12.7. The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 3.12.8. The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 3.12.9. A poll on:
 - (a) the election of the chair of the meeting; or
 - (b) a question of adjournment;must be taken immediately.
- 3.12.10. Other polls must be taken within 30 days of their being demanded.

3.12.11. A demand for a poll does not prevent a General Meeting from continuing, except as regards the question on which the poll was demanded.

Notice

3.12.12. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

3.12.13. In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

3.13. Amendments to resolutions

3.13.1. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the organisation in writing by a person entitled to vote at the General Meeting in the time and manner as outlined in the Standing Orders; and
- (b) the proposed amendment does not, in the reasonable opinion of the Standing Orders Committee, materially alter the scope of the resolution.

3.13.2. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution passed by a simple majority, provided that notice of the proposed amended special resolution is provided to members at least 14 clear days prior to the General Meeting.

3.13.3. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order or that an invalid amendment is in order, the chair's error does not invalidate the vote on that resolution.

3.14. Written resolutions

General

3.14.1. Subject to this Article 3.14 a written resolution agreed by:

- (a) members representing a simple majority; or
- (b) (in the case of a special resolution) members representing not less than 75% of the Voting Members shall be effective.

3.14.2. The General Council must circulate a written resolution if it receives requests to do so from members representing at least 5% of the total voting rights of all members entitled to vote on the resolution.

3.14.3. On a written resolution each Voting Member shall have one vote.

3.14.4. A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

3.14.5. A members' resolution under the Companies Acts removing a member of General Council or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

3.14.6. A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

3.14.7. In relation to a resolution proposed as a written resolution of the organisation the eligible members are the Voting Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

3.14.8. The required majority of eligible members must signify their agreement to the written resolution within the period of 60 days beginning with the Circulation Date.

3.14.9. Communications in relation to written resolutions must be sent to the organisation's auditors in accordance with the Companies Acts.

Signifying agreement

3.14.10. A member signifies his, her or its agreement to a proposed written resolution when the organisation receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated document:

- (a) identifying the resolution to which it relates; and
- (b) indicating the member's agreement to the resolution.

3.14.11. For the purposes of Article 3.14.10:

- (a) a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- (b) a document sent or supplied in electronic form is sufficiently authenticated if:

- iv the identity of the sender is confirmed in a manner specified by the organisation; or
 - v where no such manner has been specified by the organisation, if the communication contains or is accompanied by a statement of the identity of the sender and the organisation has no reason to doubt the truth of that statement.
- 3.14.12. If the organisation gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

4. GENERAL COUNCIL

4.1. Appointment of General Council

- 4.1.1. Those persons notified to the Registrar of Companies as the first directors of the organisation shall be the first members of the General Council until the first General Council elections, after which the General Council shall be made up of at least 5 and not more than 21 individuals elected or appointed in accordance with these Articles, the Standing Orders.
- 4.1.2. Elections for General Council shall be by secret ballot held as agreed from time to time by the Annual Conference in the Standing Orders conducted by the Standing Orders Committee.
- 4.1.3. In each election for membership of General Council, "Re-Open Nominations" shall be listed as an option for which members may vote. If the Re-Open Nominations option attracts enough votes that had it been a candidate, it would have been elected, no candidate who attracted fewer votes than the Re-Open Nominations option shall be elected. The election shall then be re-run, and any candidate who attracted fewer votes than the Re-Open Nominations option shall not be permitted to be a candidate.
- 4.1.4. A member of General Council must be a member of the organisation at the time of their election.
- 4.1.5. All elected members of the General Council shall serve for a period not exceeding two years but they may be re-elected.
- 4.1.6. A treasurer shall be appointed by the General Council from the members of the organisation, to serve for a term of five years.
- 4.1.7. General Council members shall be trustees and directors of the organisation.
- 4.1.8. No person may be elected as a member of General Council unless they have reached the age of 16.

4.2. Observers

- 4.2.1. The Annual Gathering may in accordance with the Aims, Principles and Programme invite people to attend General Council meetings without voting rights.
- 4.2.2. The General Council may in accordance with the Aims, Principles and Programme invite people to attend General Council meetings without voting rights.
- 4.2.3. The Annual Gathering may from time to time select at maximum of 5 members of the organisation who are under the age of 16, in accordance with the Aims, Principles and Programme, to attend General Council Meetings as observers without voting rights.

4.3. Replacement of General Council member

- 4.3.1. If any vacancy arises on General Council it shall be filled by the General Council from among the remaining candidates from the last election in accordance with the Standing Orders. If there are no remaining candidates then the General Council shall have the power to co-opt a member who fulfils the requirements of that vacancy.
- 4.3.2. A member who has, at the most recent Annual Conference, received fewer votes than Re-Open Nominations in an election to General Council, as set out in Article

4.1.3, is not eligible for co-option.

4.3.3. A member of General Council so appointed shall hold office only until the next following Annual Conference when he or she shall be eligible for election.

4.4. Disqualification, Resignation and Removal of General Council

4.4.1. The office of a member of General Council shall be vacated if:

- (a) he or she ceases to be a member of General Council by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director;
- (b) he or she is disqualified under the Charities Acts from acting as a charity trustee;
- (c) he or she ceases to be a member of the organisation;
- (d) the General Council reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- (e) he or she resigns by notice to the organisation (but only if at least three members of General Council will remain in office when the notice of resignation is to take effect);
- (f) he or she fails to attend three consecutive meetings of the General Council and the General Council resolve that he or she be removed for this reason;
- (g) at General Meeting or Annual Conference of the organisation, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the member of General Council concerned and considered the matter in the light of such views;

4.5. Powers of General Council

4.5.1. Subject to the Companies Acts, the Memorandum and the Articles and the Aims, Principles and Programme, the business of the organisation shall be managed by the General Council who may exercise all the powers of the organisation.

4.5.2. The powers given by this Article shall not be limited by any special power given to the General Council by the Articles and a meeting of the General Council at which a quorum is present may exercise all powers exercisable by the General Council.

4.5.3. The continuing General Council members or a sole continuing member of General Council may act despite any vacancies in their number but while there are fewer General Council members than required for a quorum the General Council may only act for the purpose of increasing the number of General Council members or of summoning a General Meeting of the organisation.

4.5.4. All acts done by a person acting as a member of General Council shall, even if afterwards discovered that there was a defect in their appointment or that he or 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 member of General Council.

4.5.5. Subject to the Articles and the Aims, Principles and Programme the General Council may regulate their proceedings as they think fit.

4.5.6. The General Council's powers under Article 4.5 (Powers of General Council) shall include but not be limited to responsibility for:

- (a) the governance of the organisation;
- (b) the budget and finances of the organisation; and
- (c) the strategy of the organisation.

4.5.7. The General Council may override any decision made by the members by ordinary resolution in General Meeting which the General Council consider (in their absolute discretion):

- (a) is or may be in breach of, contrary to or otherwise inconsistent with any legal requirement;
- (b) puts at risk child protection or the perception of the organisation fulfilling its obligations of child protection; or
- (c) is not or may not be in the best interests of the organisation; or
- (d) will or may otherwise affect the discharge of any or all of the General Council's responsibilities.

4.5.8. No alteration of these Articles or the Aims, Principles and Programme shall invalidate any prior act of the General Council which would have been valid if that alteration had not been made.

4.6. General Council may delegate

4.6.1. Subject to the Articles, the General Council may delegate any of their powers or functions to any committee in accordance with the Aims, Principles and Programme.

4.6.2. Subject to the Articles, the General Council may delegate the implementation of their decisions or day to day management of the affairs of the organisation to any person or committee.

4.6.3. Any delegation by the General Council may be:

- (a) by such means;
- (b) to such an extent;
- (c) in relation to such matters or territories; and
- (d) on such terms and conditions;

as they think fit.

4.6.4. The General Council may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

4.6.5. The General Council may revoke any delegation in whole or part, or alter its terms and conditions.

4.6.6. The General Council may by power of attorney or otherwise appoint any person to be the agent of the organisation for such purposes and on such conditions as they determine.

4.7. Committees

4.7.1. In the case of delegation to committees:

- (a) the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- (b) the composition of any committee shall be entirely in the discretion of the General Council and may include such of their number (if any) as the resolution may specify;
- (c) the deliberations of any committee must be reported regularly to the General Council and any resolution passed or decision taken by any committee must be reported promptly to the General Council and every committee must appoint a secretary for that purpose;
- (d) the General Council may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- (e) no committee shall knowingly incur expenditure or liability on behalf of the organisation except where authorised by the General Council or in accordance with a budget which has been approved by the General Council.

4.7.2. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the General Council so far as they apply and are not superseded by any regulations made by the General Council.

4.8. Delegation to the General Secretary

4.8.1. In the case of delegation of the day-to-day management of the organisation to the General Secretary:

- (a) the delegated power shall be to manage the organisation by implementing the policy and strategy adopted by and within a budget approved by the General Council and if applicable to advise the General Council in relation to such policy, strategy and budget;
- (b) the General Council shall provide the General Secretary with a description of his or her role and the extent of his or her authority;
- (c) the General Secretary shall report regularly to the General Council on the activities undertaken in managing the organisation and provide them regularly with management accounts sufficient to explain the financial position of the organisation; and

- (d) the General Council shall provide the General Secretary with a performance management structure to aid his or her work plan and development.
- 4.8.2. The General Council may within the provisions of the law remove the General Secretary from office with a resolution passed by the General Council.

4.9. Decision-Making by General Council

- 4.9.1. Every decision of the General Council shall wherever possible be determined by consensus, namely by all members of the General Council present being in agreement on an issue, or those not in agreement not maintaining an objection. In the event of consensus not being possible, the matter shall be determined by a majority of vote of General Council members present and voting. The chairperson of the meeting shall have a second or casting vote in the case of equality of votes.
- 4.9.2. Any decision of the General Council must be either at a quorate meeting or be a decision taken in accordance with Article 4.14 (Decisions without a meeting).

4.10. General Council meetings

- 4.10.1. The General Council shall hold a minimum of three meetings in any year.
- 4.10.2. The chairperson or General Secretary may call meetings.
- 4.10.3. The chairperson shall convene a meeting at the request of one third of General Council members.
- 4.10.4. A General Council meeting shall be called by at least seven clear days' notice unless either:
 - (a) all the General Council agree; or
 - (b) the chairperson determines urgent circumstances require shorter notice.
- 4.10.5. Notice of General Council meetings shall be given to each member of General Council, but need not be in writing. Notice of General Council' meetings may be sent by electronic means to an address provided by the member of General Council for the purpose.
- 4.10.6. Guests or observers can attend but not vote at meetings of the General Council at the discretion of the chair of the meeting.

4.11. Participation in General Council meetings

- 4.11.1. Subject to the Articles, General Council members participate in a General Council meeting, or part of a General Council meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 4.11.2. In determining whether General Council members are participating in a General Council meeting, it is irrelevant where any member of General Council is or how they communicate with each other.
- 4.11.3. If all the General Council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

4.12. Quorum for General Council meetings

- 4.12.1. There shall be a quorum when at least one half of the number of members of the General Council for the time being are present at a meeting except that if there are fewer than 5 General Council members, the quorum is 3 members.

4.13. Chairperson and Vice Chairperson

- 4.13.1. Annually the General Council shall elect at its first meeting following the Annual Conference from amongst themselves a chairperson and vice-chairperson(s), who shall hold office from that election.
- 4.13.2. In the absence of the Chairperson and the Vice Chairperson(s), another member of General Council appointed by the General Council present shall preside as chair of the meeting.

4.14. Decisions without a meeting

- 4.14.1. The General Council may take decisions without a General Council meeting by its members indicating to each other by any means, including without limitation by electronic means, that they share a common or majority view on a matter. Such a decision may, but need not, take the form of a resolution in writing.
- 4.14.2. A decision which is made in accordance with Article 4.14.1 (Decisions without a meeting) shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- (a) members are given not less than 7 clear days to respond;
 - (b) following receipt of responses from all of the General Council, the chair, or whomever they appoint, shall communicate to all of the General Council by any means whether the resolution has been formally approved by the General Council in accordance with this Article; and
 - (c) a minute of the decision in accordance with Article 5.6 (Minutes) is made.

4.15. Conflicts of interest

Declaration of interests

- 4.15.1. Unless Article 4.15.2 applies, a member of General Council must declare the nature and extent of:
- (a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the organisation; and
 - (b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the organisation or his or her duties to the organisation.
- 4.15.2. There is no need to declare any interest or duty of which the other members of General Council are, or ought reasonably to be, already aware.

Participation in decision-making

- 4.15.3. If a member of General Council's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a member of General Council's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other members of General Council taking part in the decision-making process.
- 4.15.4. If a member of General Council's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the organisation, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- (a) the decision could result in the member of General Council or any person who is Connected with him or her receiving a benefit other than:
 - (b) any benefit received in his, her or its capacity as a beneficiary of the organisation (as permitted under Article 1.7.3(a)) and which is available generally to the beneficiaries of the organisation;
 - (c) the payment of premiums in respect of indemnity insurance effected in accordance with Article 1.6.29;
 - (d) payment under the indemnity set out at Article 4.16; and
 - (e) reimbursement of expenses in accordance with Article 1.7.2(a); or
 - (f) a majority of the other members of General Council participating in the decision-making process decide to the contrary,
- in which case he or she must comply with Article 4.15.5.
- 4.15.5. If a member of General Council with a conflict of interest or conflict of duties is required to comply with this Article 4.15.5, he or she must:
- (a) take part in the decision-making process only to such extent as in the view of the other members of General Council is necessary to inform the debate;

- (b) not be counted in the quorum for that part of the process; and
- (c) withdraw during the vote and have no vote on the matter.

Continuing duties to the organisation

- 4.15.6. Where a member of General Council or person Connected with him or her has a conflict of interest or conflict of duties and the member of General Council has complied with his or her obligations under these Articles in respect of that conflict:
- (a) the member of General Council shall not be in breach of his or her duties to the organisation by withholding confidential information from the organisation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - (b) the member of General Council shall not be accountable to the organisation for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

4.16. General Council Indemnity

Without prejudice to any indemnity to which a member of General Council may otherwise be entitled, every member of General Council shall and every other officer or auditor of the organisation may be indemnified out of the assets of the organisation against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the organisation, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

5. ADMINISTRATIVE ARRANGEMENTS AND OTHER CLAUSES

5.1. Dissolution

- 5.1.1. The voting members may by special resolution, of which at least 21 clear days' notice is given, resolve to wind up the organisation.
- 5.1.2. Any assets remaining after the satisfaction of the organisation's debts and liabilities shall be given or transferred to some other charitable institution or institutions having similar objects to those of the organisation and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the organisation. The institution or institutions which are to benefit shall be chosen by the members of the organisation at or before the time of winding up or dissolution.
- 5.1.3. A copy of the statement of accounts, or account and statement, for the final accounting period of the organisation must be sent to the Charity Commission.

5.2. Amending the Articles

- 5.2.1. These Articles may be amended by a special resolution passed in accordance with the Companies Acts.

5.3. Aims, Principles and Programme, Standing Orders and Rules of Procedure

- 5.3.1. Only a General Meeting shall have the power from time to time to make, repeal or amend the Aims, Principles and Programme and the Standing Orders document.
- 5.3.2. The General Council shall have the power from time to time to make, repeal or amend any regulations or Rules of Procedure for their meetings and proceedings and the meetings and proceedings of any persons or committees to which they delegate.
- 5.3.3. No Aims, Principles and Programme, Standing Orders, Regulations or Rules of Procedure may be inconsistent with these Articles.
- 5.3.4. No Regulation or Rules of Procedure shall be inconsistent with the Aims, Principles

and Programme and the Standing Orders.

5.4. Communications by and to the organisation

5.4.1. Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the organisation 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 that Act to be sent or supplied by the organisation, including without limitation:

- (a) in hard copy form;
- (b) in electronic form; or
- (c) by making it available on a website.

5.4.2. Where a document or information which is required or authorised to be sent or supplied by the organisation under the Companies Acts is sent or supplied in electronic form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in electronic form or made available on a website the General Council may decide what agreement (if any) is required from the recipient.

5.4.3. Subject to the Articles, any notice or document to be sent or supplied to a member of General Council in connection with the taking of decisions by the General Council may also be sent or supplied by the means which that a member of General Council has asked to be sent or supplied with such notices or documents for the time being.

5.4.4. Notice shall be deemed to be received and given immediately when noticed is served personally or by electronic form or within 6 clear days of posting by standard mail.

5.4.5. Any notice or document to be served by any member of the organisation on the organisation shall be in writing and shall be served:

- (a) personally to the registered office; or
- (b) by post in a prepaid letter to the registered office; or
- (c) by electronic form to an e-mail address supplied to the member by the organisation.

5.4.6. For any notice or document served on the organisation, the General Council must be reasonably satisfied as to the identity of the member (and the General Council have discretion to specify how such identity should be confirmed).

5.5. Secretary

5.5.1. A secretary may be appointed by the General Council, normally this shall be the General Secretary, appointed by simple majority vote for such term, at such remuneration and upon such conditions as the General Council may think fit. The General Council may appoint a person other than the General Secretary as the Secretary and may remove them by a simple majority vote.

5.5.2. If there is no secretary:

- (a) anything authorised or required to be given or sent to, or served on, the organisation by being sent to its secretary may be given or sent to, or served on, the organisation itself, and if addressed to the secretary shall be treated as addressed to the organisation; and
- (b) anything else required or authorised to be done by or to the secretary of the organisation may be done by or to a member of General Council, or a person authorised generally or specifically in that behalf by the General Council.

5.5.3. A General Meeting may remove the secretary by special resolution. Any person removed from office by special resolution may not resume that office unless decided by a special resolution of a General Meeting.

5.6. Minutes

5.6.1. The General Council shall cause minutes to be recorded and kept for the purpose:

- (a) of all appointments of officers made by the General Council;
 - (b) of all resolutions of the organisation and of the General Council; and
 - (c) of all proceedings at meetings of the organisation and of the General Council, and of committees of General Council, including the names of the General Council present at each such meeting
- 5.6.2. and any such minute, if purported to be signed (or in the case of minutes of General Council 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 member of General Council of the organisation, be sufficient evidence of the proceedings.
- 5.6.3. The minutes referred to in this Article must be kept for at least ten years from the date of the meeting, resolution or decision.
- 5.6.4. The minutes of the meetings referred to in this Article shall normally be considered open and shall be available to the members on the organisation's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the organisation's offices.

5.7. Annual report and accounts

- 5.7.1. The General Council shall comply with the requirements of the Companies Acts and of the Charities Acts as to maintaining a register of members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 5.7.2. The members of the organisation have the right to ask the General Council questions in writing about the content of any documents referred to in this Article.

5.8. 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 a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

5.9. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

6. DEFINITIONS AND INTERPRETATION

6.1. Defined terms

In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
6.2. "Year"	one calendar year
6.3. "Financial Year"	a period of no less than 10 months and no more than 14 months which is normally regular at 12 months.
6.4. "address"	includes a number or address used for the purpose of sending or receiving documents by electronic means;
6.5. "Articles"	these articles of association of the organisation;
6.6. "General Council"	the trustees/directors of the organisation;
6.7. "Aims, Principles and Programme"	the bye-laws setting out the working

- practices of the organisation made from time to time by the General Meeting.
- 6.8. “Standing Orders” the rules setting out the working practices of the General Meetings and Annual Conference made from time to time by the General Meeting.
- 6.9. “chair of the meeting” in the case of General Meetings means the person chairing the meeting in accordance with Article 3.8 and in the case of General Council meetings means the person chairing the meeting in accordance with Article 4.13;
- 6.10. “General Secretary” the chief executive of the organisation who shall act as the General Secretary and who is appointed by the General Council;
- 6.11. “Circulation Date” in relation to a written resolution, has the meaning given to it in the Companies Acts;
- 6.12. “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;
- 6.13. “Companies Acts” means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the organisation;
- 6.14. “Connected” means any person falling within one of the following categories:
- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of General Council; or
 - (b) the spouse or civil partner of any person in (a); or
 - (c) any other person in a relationship with a member of General Council which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
 - (d) any company, partnership or firm of which a member of General Council is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 6.15. “Vice Chair” the deputy chair(s) of the of General Council, who shall be appointed in accordance with Article 4.13;
- 6.16. “document” includes, unless otherwise specified, any document sent or supplied in any form;
- 6.17. “Effective Date” the date on which the undertaking previously carried on by the unincorporated charity known as The Woodcraft Folk is transferred to the organisation;
- 6.18. “electronic form” and “electronic means” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 6.19. “financial expert” an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 6.20. “hard copy” and “hard copy form” have the meanings respectively given to them in the Companies Act 2006;
- 6.21. “Hour” any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England;
- 6.22. “members” members of the organisation as defined in Article 2.1.1 who have paid relevant fees as laid down by the Annual Conference;
- 6.23. “Chairperson” the chair of the organisation, as elected by the General Council in accordance with the Aims, Principles and Programme;
- 6.24. “Subsidiary Company” any company in which the organisation 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;
- 6.25. “organisation” Woodcraft Folk;
- 6.26. “writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
- 6.27. “regularly” is attending or planning to attend more than 4 sessions in any year or attending an overnight stay.
- 6.28. “Voting Member” is a Group Member, District Member or Regional District Fellowship Member as defined in Article 2.

- 6.29. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 6.30. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the organisation.