



**Articles of Association  
of the National  
Council for Voluntary  
Organisations**

**Company Limited by Guarantee and  
Not Having a Share Capital**

**(Incorporated on 30 May 1924)**

**The Companies Acts 1908 to 2006  
Registered No. 198344**

**Version 08/11/2012**

**Articles of Association of the National Council for Voluntary Organisations  
(as altered by Special Resolutions passed on 14 March 1950, on 23 October 1979, on 13  
November 1989, on 11 November 1993, on 23 January 1997, 26 February 1998, 23  
November 2000, on 21 November 2007, on 24 November 2010 and on 8 November  
2012).**

**Interpretation**

1. In these Articles:

“Appointed Trustee” means a trustee appointed by the Trustee Board to serve a three year term under these Articles;

“Articles” means these articles of association of the Council;

“Chair” means the chair of the Council elected under these Articles;

"Council" means the company intended to be regulated by these Articles;

“Co-opted Trustee” means a trustee appointed by the Trustee Board to fill a vacancy under these Articles but not (for the avoidance of doubt) an Appointed Trustee;

"Companies Acts" has the meaning given in section 2 of the Companies Act 2006;

“Conflict of Interest” means any direct or indirect interest of a trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Council;

"clear days" in relation to the period of a notice means the 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;

“Elected Trustee” means a trustee elected by the Council under these Articles;

“Honorary Officers” means the Chair, the Treasurer and the Vice Chair;

“Members’ Assembly” means the NCVO members’ assembly constituted under these Articles;

“Memorandum” means the memorandum of association of the Council;

“Nominations Committee” means the nominations committee established under these Articles;

“Office” means the registered office of the Council;

“President” means the president of the Council elected under these Articles;

"Trustee Board" means the board of directors of the Council (and 'trustees' and 'trustee' have corresponding meanings);

"seal" means the common seal of the Council;

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

“Treasurer” means the treasurer of the Council elected under these Articles;

"United Kingdom" means Great Britain and Northern Ireland; and

“Vice Chair” means the Vice Chair of the Council appointed from among the trustees by the Trustee Board.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts.

## **Objects and Powers**

2. (a) The Council is established for charitable objects and purposes only.
- (b) In particular the Council is established:
  - (i) To promote all or any purposes for the benefit of the community which now are or hereafter may be deemed by law to be charitable and in particular the advancement of education, the furtherance of health, relief of poverty, distress and sickness.
  - (ii) To promote and organise co-operation in the achievement of the above purposes and to that end to bring together in Council nationally and locally representatives of voluntary agencies and statutory authorities engaged in the furtherance of the above purposes or any of them.

3. In furtherance of the objects but not otherwise, the Council may exercise the following powers:
- (a) To establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
  - (b) To raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
  - (c) To act as Trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the purposes of the Council.
  - (d) To invest and deal with the moneys of the Council not immediately required for the said objects and purposes in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments of whatsoever nature as the Council shall in its absolute discretion think fit to the intent that the Council shall have the same full and unrestricted powers of investing and transposing investments in all respects as if the Council were absolutely entitled to such moneys beneficially.
  - (e) To acquire, alter, improve and subject to such consents as may be required by law to charge or otherwise dispose of property.
  - (f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Council.
  - (g) To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets, or other documents or films, videos or recorded tapes.
  - (h) To hold exhibitions meetings lectures classes seminars and courses either alone or with others
  - (i) To federate or amalgamate with, affiliate or become affiliated to any body having charitable purposes or a charitable purpose as its objects or object and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Council may lawfully acquire.

- (j) Subject to Article 4 below to employ such staff who shall not be directors of the Council hereinafter referred to as the trustees as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
- (k) To promote and support such legislative social and administrative reforms as may assist the objects of the Council or any of them.
- (l) To pay out of the funds of the charity the cost of any premium in respect of any insurance or indemnity to cover the liability of the trustees (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 duty or breach of trust of which they may be guilty in relation to the company: Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the trustees (or any of them).
- (m) To do all such other lawful things as are necessary for the achievement of the objects.

#### **Limitation on private benefits**

4. The income and property of the Council shall be applied solely towards the promotion of the objects of the Council and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or any associate of the Council and no trustee shall be appointed to any office of the Council paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Council. Provided that nothing in this document shall prevent any payment in good faith by the Council.
  - (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Council to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall comply with Article 75 in relation to any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (f) to any trustee of reasonable out-of-pocket expenses.
- (g) of reasonable and proper premiums in respect of any insurance or indemnity to cover the liabilities of the trustees (or any of them).

### **Limitation of liability**

- 5. The liability of the members is limited.
- 6. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Council contracted before the time at which he ceases to be a member, and of the costs charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

### **Members**

- 7. Such organisations as shall be admitted to membership in accordance with regulations made under Article 89 shall be members of the Council.
- 8. An application for membership may be approved or rejected by the Trustee Board or a body constituted by it. The Trustee Board or any such body constituted by it shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
- 9. Every member shall pay to the Council such annual subscription (if any) as the Trustee Board shall from time to time determine.
- 10. Any member whose annual subscription (if any) shall remain unpaid on the first anniversary of it becoming due shall at the end of that period forthwith cease to be a member but shall notwithstanding continue to be liable to pay all subscriptions so remaining unpaid.

### **General Meetings**

- 11. The Council shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Council and that of the next. The annual general

meeting shall be held at such time and place as the Trustee Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Trustee Board may call general meetings and, on the requisition of members holding not less than ten per cent of the total voting rights in the Council for the time being, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 49 days after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Council may call a general meeting.

### **Notice of General Meetings**

13. All general meetings shall be called by at least fourteen clear days' notice. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Council in general meeting, to such persons as are, under the Articles of the Council, entitled to receive such notices from the Council PROVIDED THAT a meeting of the Council shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority of members together representing at least 90% of the total voting rights at the meeting.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meeting**

15. The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Trustee Board and auditors, the election of the President, the Chair, Treasurer and Elected Trustees in the place of those retiring and the appointment of, and the fixing of remuneration of, the auditors.
16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Forty members present in person or by proxy shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustee Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
17. The Chair or in his or her absence another Honorary Officer shall chair every general meeting of the Council. If none of the Honorary Officers shall be present within five minutes after the time appointed for the holding of the meeting, the members of the Trustee Board present shall choose one of their number to chair the meeting.

18. If at any meeting no trustee is willing to act as chair or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
19. The trustees may attend and speak at any general meeting.
20. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. Decisions at general meetings shall be made by passing resolutions as follows:
  - (a) decisions involving an alteration to the Memorandum or Articles of Association of the Council and other decisions so required from time to time by statute shall be made by special resolution requiring at least a three-fourths majority of votes cast; and
  - (b) all other decisions shall be made by ordinary resolution requiring a simple majority of votes cast.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chair of the meeting;
  - (b) by at least five members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and

unless a poll is so demanded, a declaration by the chair of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of proceedings of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
23. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.



24. If a poll is duly demanded, it shall be taken in such a manner and at such time as the chair of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. Votes shall be given personally or by proxy, whether on a show of hands or on a poll, each member being entitled to one vote.
26. The instrument appointing a proxy shall be delivered to the Council in such manner as may be permitted under these Articles for the delivery of notices to the Council and shall be so delivered at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“National Council for Voluntary Organisations

We, \_\_\_\_\_, of \_\_\_\_\_, being a member organisation of the National Council for Voluntary Organisations, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as our proxy to vote in our name and on our behalf at the annual/extraordinary general meeting of the Council to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2:	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

\*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.

Signed: .....

Dated: .....

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he or she may have.
29. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such

time and in such manner as the chair of the meeting directs, not being more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

30. No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. Subject to the provisions of the Companies Acts, a resolution in writing agreed by the majority of members specified below, being members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Council duly convened and held. The required majority shall be:
  - (a) 75% of such members in the case of a special resolution; and
  - (b) A simple majority of such members in the case of any other resolution.

### **Votes of Members**

32. Subject to Articles 28 and 33, every member shall have one vote.
33. No member shall be entitled to vote at any general meeting unless all moneys then payable by that member to the Council have been paid.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
35. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Council (in the manner permitted by these Articles for the service of notices on the Council) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
36. Any member of the Council may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Council.

### **Nominations Committee**

37. There shall be a Nominations Committee which, when complete, shall comprise:
  - (a) The Chair (who shall chair the committee);
  - (b) The Vice Chair;

- (c) The Treasurer, but only in the absence of either the Chair or Vice Chair;
- (d) Two other trustees appointed to the committee by the Trustee Board who shall serve until their next retirement as Trustees;
- (e) Two representatives of members (not being trustees) elected by the members in such open and democratic manner as the Trustee Board may prescribe. Such elected members shall serve for terms of three years and may be re-elected for one further term of three years. ; and
- (f) No more than one other person appointed by the Trustee Board for such term as it determines.

38. The functions of the Nominations Committee shall be:

- (a) to ensure open and democratic elections of the President, Chair, Treasurer, the Elected Trustees and the elected members of the Members' Assembly;
- (b) to consider the skills and competencies required on the Trustee Board and recommend from nominees put forward to them candidates for the posts of Chair, Treasurer, Elected Trustees and elected members of the Members' Assembly;
- (c) to advise the Trustee Board concerning the appointment of Appointed Trustees and members of committees of the Trustee Board (but not the Nominations Committee itself);
- (d) to consider and make recommendations to the Trustee Board concerning succession planning and Trustee Board development, including trustee and Trustee Board appraisals; and
- (e) to report to the Council annually on the exercise of the committee's functions.

### **Members' Assembly**

39. There shall be a Members' Assembly of the representatives of members (together with up to 10 additional people) which shall be constituted in such form, with such functions, and subject to such procedural arrangements as may be specified in regulations made by the Council under Article 89, but no regulations shall appropriate to the Assembly any powers or duties of the Trustee Board.

### **Trustee Board**

40. There shall be a Trustee Board constituted as specified in Articles 51 to 59.

41. The trustees shall be reimbursed all reasonable travelling, hotel and other expenses properly incurred and claimed by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

## **President**

42. The President shall be elected by the members for a non-renewable term of 5 years and may be removed by simple majority resolution of the members.
43. The President shall not be a trustee and shall have such functions as may be specified by regulations made under Article 89.

## **Powers and Duties of the Trustee Board**

44. The business of the Council shall be managed by the Trustee Board who may exercise all such powers of the Council as are not required to be exercised by the Council in general meeting. Any such requirement may be imposed either by the Companies Acts or by these Articles or by any regulation made by the Council under Article 89; but no such regulation and no alteration of the Memorandum or these Articles shall invalidate any prior act of the Trustee Board or any trustee which would have been valid if that regulation had not been made.
45. The Trustee Board may exercise all the powers of the Council to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Council or of any third party.
46. The Trustee Board shall have power to employ as a private investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 or any amending legislation and to delegate to any such manager ("the Manager") the exercise of all or any of the Council's powers of investment on such terms and at such reasonable remuneration as the Trustee Board may think fit but subject always to the following conditions:
  - (a) The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Trustee Board and within the powers of investment conferred by the Memorandum;
  - (b) Every transaction carried out by the Manager under delegated powers shall be reported to the Trustee Board, or a body constituted by it, within reporting deadlines set out in the policy guidelines;
  - (c) The Trustee Board shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof; and
  - (d) The Trustee Board, or a body constituted by it, shall be bound to review the arrangements for delegation at least once every twelve months.
47. All cheques and other negotiable instruments, and all receipts for moneys paid to the Council, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustee Board shall from time to time determine.
48. The Trustee Board shall cause minutes to be made
  - (a) of all appointments of officers made by the Trustee Board;

- (b) of the names of the trustees present at each Trustee Board meeting; and
  - (c) of all resolutions and proceedings of the Council and of the Trustee Board.
49. The Trustee Board shall have power to resolve pursuant to Article 3(1) to effect trustees' indemnity insurance notwithstanding their interest in such policy.

### **Disqualification and Removal of Members of the Trustee Board**

50. A trustee shall cease to hold office if he or she
- (a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property and affairs;
  - (c) resigns his or her office by written notice to the Council (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
  - (d) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - (e) is removed from office by resolution of the members under Article 58; or
  - (f) (being an Appointed Trustee or a Co-opted Trustee) is removed from office by a two thirds majority resolution (excluding, for this purpose, the trustee in question) passed at a meeting of the Trustee Board provided that such trustee shall have been given at least 14 clear days' notice of the meeting and the opportunity to make oral representations to the meeting.

### **Election and Appointment of Members of the Trustee Board**

51. The Trustee Board, when complete, shall comprise:
- (a) the Chair;
  - (b) the Treasurer;
  - (c) up to 7 Elected Trustees; and
  - (d) up to 5 Appointed Trustees.
52. Subject to transitional arrangements adopted by special resolution on the adoption of these Articles:
- 52.1 no trustee may be elected or appointed unless he or she has been recommended for election or appointment by the Nominations Committee;

- 52.2 each of the Chair, the Treasurer and every Elected Trustee shall retire from office at the end of the third annual general meeting following his or her election; and
- 52.3 a retiring trustee (other than a Co-opted Trustee) shall be eligible for re-election or re-appointment for a further term of three years only and then may not stand again for election or be re-appointed until having spent at least one year out of office.
53. Elections of Elected Trustees shall be in accordance with regulations made by the Council under Article 89.
54. The Trustee Board may appoint Appointed Trustees whose terms of office shall run from the date of their appointment to the third anniversary of that date.
55. The Trustee Board shall have power at any time to co-opt a person to be a trustee, to fill a position vacated mid-term by an Elected Trustee, the Chair or the Treasurer. Any trustee so co-opted shall hold office only until the next following annual general meeting, and shall then be eligible for election.
56. The Trustee Board shall appoint from among the trustees a Vice Chair who shall serve for a term of three years unless during that period he or she ceases to be a trustee or is removed from that post by the Trustee Board. A trustee retiring from the post of Vice Chair may be re-appointed for one further term.
57. The Council may from time to time by ordinary resolution increase or reduce the number of trustees.
58. The Council may by ordinary resolution remove any trustee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Council and such trustee. The Council may by ordinary resolution appoint another person in place of a trustee removed under this Article.
59. No person may become a trustee:
- (a) unless he or she has attained the age of 18 years;
  - (b) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 45.

### **Proceedings of the Trustee Board**

60. The Trustee Board may meet for the despatch of business, adjourn, and otherwise regulate its meetings and proceedings, as it thinks fit provided that it shall meet not fewer than three times per year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote. A trustee may, and the secretary on the request of a trustee shall, at any time summon a Trustee Board meeting.
61. The quorum necessary for the transaction of the business of the Trustee Board may be fixed by the Trustee Board and unless so fixed shall be one-third of the membership of the Trustee Board, subject to a minimum of three.

62. The Trustee Board may act notwithstanding any vacancy in its body, but, if there are not enough trustees to form a quorum the Trustee Board may act for the purpose of increasing the number of trustees to the required number, or of summoning a general meeting of the Council, but for no other purpose.
63. The Chair shall preside at every Trustee Board meeting at which he or she is present but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting, then the Vice Chair shall preside. In the absence of the Chair and Vice Chair the Treasurer shall preside and in the absence of all the Honorary Officers the trustees present may choose one of their number to chair the meeting.

### **Delegation of Day to Day Management**

64. The trustees may delegate the day to day management of the Council to a chief executive or other manager or managers in accordance with the following provisions:
  - (a) the delegated power shall be to manage the Council by implementing the policy and strategy adopted by and within a budget approved by the trustees and if applicable to advise the trustees in relation to such policy, strategy and budget;
  - (b) the trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
  - (c) the manager shall report regularly to the trustees on the activities undertaken in managing the Council and provide them regularly with management accounts and other information sufficient to explain the financial position and activities of the Council.

### **Delegation to Committees**

65. The Trustee Board may delegate any of its powers and functions to committees consisting of such persons as it thinks fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Trustee Board and shall report all acts and proceedings to the Trustee Board fully and promptly.
66. A committee may elect a chair of its meetings and if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to chair the meeting.
67. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustee Board so far as applicable and not superseded by any specific or general regulations made by the Trustee Board.

### **Validity of Acts**

68. All acts done by any meeting of the Trustee Board or of a committee, or by any person acting as a trustee or committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified or

had vacated office, be as valid as if every such person had been duly appointed and was qualified to be a trustee or committee member and had not vacated office.

### **Written Resolutions**

69. A resolution in writing, signed by a majority of the trustees entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a Trustee Board meeting duly convened and held, and may consist of several documents in the same form each signed by one or more of the trustees.

### **Email Resolutions**

70. A resolution approved by email in accordance with this Article shall be as valid and effectual as if it had been passed at a trustees' meeting duly convened and held, provided the following conditions are complied with:
- (a) such a resolution must be approved by email by a simple majority of the trustees;
  - (b) approval from trustees must be received by such person as all the trustees shall have nominated in advance for that purpose ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the trustees;
  - (c) approval from a trustee must be sent from an email address previously notified by that trustee to the secretary as intended for use by that trustee for the purpose;
  - (d) following receipt of a response on any resolution from a simple majority of the trustees, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this Article; and
  - (e) the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

### **Virtual Meetings**

71. Trustees' meetings may be held by telephone or by televisual or other electronic or virtual means agreed by the trustees in which all participants may communicate simultaneously with all other participants.

### **Conflict of interest**

72. Whenever a trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the trustees unless, or except to the extent that, the other trustees are or ought reasonably to be aware of it already.
73. If any question arises as to whether a trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other trustees.



74. Whenever a trustee has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Articles 69 or 70:
- 74.1.1 if the Conflict of Interest relates to a benefit permitted under Article 4(a), then the trustee must comply with Article 75; and
  - 74.1.2 for all other Conflicts of Interest, either the trustee must comply with Article 75 or authorisation must be given by the unconflicted trustees under Article 77.
75. If a trustee with a Conflict of Interest is required to comply with Article 75 he or she must:
- 75.1.1 remain only for such part of the meeting as in the view of the other trustees is necessary to inform the debate;
  - 75.1.2 not be counted in the quorum for that part of the meeting; and
  - 75.1.3 withdraw during the vote and have no vote on the matter.
76. When a trustee has a Conflict of Interest which he or she has declared to the trustees, he or she shall not be in breach of his or her duties to the Council by withholding confidential information from the Council if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

### **Trustees' power to authorise a conflict of interest**

77. The trustees have power to authorise a trustee to be in a position of Conflict of Interest provided:
- 77.1.1 this power cannot be used to authorise a Conflict of Interest arising from a benefit permitted under Article 4(a);
  - 77.1.2 in relation to the decision to authorise a Conflict of Interest, the conflicted trustee must comply with Article 75;
  - 77.1.3 in authorising a Conflict of Interest, the trustees can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
  - 77.1.4 the decision to authorise a Conflict of Interest can impose such terms as the trustees think fit and is subject always to their right to vary or terminate the authorisation; and
  - 77.1.5 nothing in this Article 77 shall have the effect of allowing the trustees to authorise a benefit that is not permitted in accordance with Article 4.
78. If a matter, or office, employment or position, has been authorised by the trustees in accordance with Article 77 then, even if he or she has been authorised to remain at the meeting by the other trustees, the trustee may absent himself or herself from meetings

of the trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

79. A trustee shall not be accountable to the Council for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the trustees in accordance with Article 77 (subject to any limits or conditions to which such approval was subject).

### **Register of Trustees' interests**

80. The Trustees must cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

### **Secretary**

81. Subject to the provisions of the Companies Acts, the secretary shall be appointed by the Trustee Board for such term at such remuneration and upon such conditions as the Trustee Board may think fit; and any secretary so appointed may be removed by it: PROVIDED ALWAYS that no trustee may occupy the salaried position of secretary.

### **Procedural Irregularities**

82. The proceedings at any meeting or on the conduct of any vote shall not be invalidated by reason of any accidental informality (including any accidental omission to give or 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 calling a meeting unless such specification is a requirement of the Companies Acts.

### **The Seal**

83. The seal shall only be used by the authority of the Trustee Board or of a committee authorised by the Trustee Board. The Trustee Board 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 or by a second trustee.

### **Accounts**

84. Accounts shall be prepared in accordance with the provisions of the Companies Acts.

### **Annual Report and Annual Return**

85. The Trustee Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.

## **Communications by and to the Council**

86. Any document or information, including any notice, required to be served by or on any person in accordance with these Articles or any regulations made under them may be served in any manner permitted by regulations made under Article 89 and such regulations may make provision for service to be deemed effective.
87. A member present in person or by proxy at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

## **Indemnity**

88. To the extent permitted by the Companies Acts:
- (a) without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee shall be indemnified out of the assets of the Council in relation to any liability incurred by him or her in that capacity; and
  - (b) every other officer of the Council may be indemnified out of the assets of the Council in relation to any liability incurred by him or her in that capacity.

## **Regulations**

89. The Council or the Trustee Board may from time to time make such regulations, not inconsistent with the Articles or amounting to such an addition thereto or alteration thereof as could only legally be made by special resolution, as they may think fit for the management, conduct and regulation of the affairs of the Council and the proceedings and powers of the Trustee Board and any committees.

## **Winding up**

90. If the Council is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Council, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Council by Article 4, chosen by the members of the Council at or before the time of dissolution and if that cannot be done then to some other charitable object.

**ANNEX TO ARTICLES OF ASSOCIATION OF  
NATIONAL COUNCIL FOR VOLUNTARY ORGANISATIONS**

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**MEMORANDUM OF ASSOCIATION OF  
NATIONAL COUNCIL FOR VOLUNTARY ORGANISATIONS**

**AS AT 1 OCTOBER 2009**

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**Memorandum of  
Association of the  
National Council for  
Voluntary  
Organisations**

Company Limited by  
Guarantee and Not Having a  
Share Capital

(Incorporated on 30 May 1924)

The Companies Acts 1985 and 1989

Registered No. 198344

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS<sup>1</sup>

JOHN HENRY WHITLEY, Speaker's House, Palace of Westminster, SW1

FREDERIC GEORGE D'AETH, 14 Castle Street, Liverpool, Secretary

CHARLES J STEWART, 24 Eccleston Square, SW, Barrister at Law

I N JENKINS, 26 Eccleston Street, SW1, General Secretary, National Federation of Women's Institutes

A T A DOBSON, 10 Whitehall Place, SW1, Assistant Secretary, Ministry of Agriculture and Fisheries

W G S ADAMS, The University of Oxford, Gladstone Professor of Political Theory and Institutions

S P GRUNDY, West Wood House, Hinksey Hill, Oxford, Barrister

GRACE ELEANOR HADOW, Barnett House, Oxford, Secretary

ERNEST SALTER DAVIES, Kent Education Committee, Springfield, Maidstone, Director of Education

MURIEL MAPLESDEN, 49 Castle Street, Reading, Secretary

THOMAS HANCOCK NUNN, Rosslyn Grove, NW, Gentleman

EVELYN FOX, 24 Buckingham Palace Road, SW, Spinster

Dated this 28<sup>th</sup> day of April 1924

Witness to the above Signatures

LIONEL F ELLIS  
General Secretary  
National Council of Social Service  
Stapley House  
33 Bloomsbury Square  
London WC1

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<sup>1</sup> The subscribers are the people who signed the original Memorandum and Articles of Association and their names and addresses are therefore retained in this document.