

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association

of

The C.R.U.M.B.S. Project

Charity Number: 1151926

Company Number: 07294713

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The C.R.U.M.B.S. Project

Charity Number: 1151926

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Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Douglas Eyre



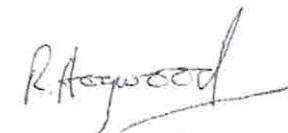
Sarah Durrans



Laurence Pearse

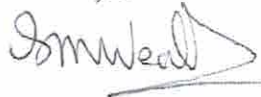


Chris Wakefield



Grant Read

Ray Hogwood



Susan Weall

Dated:

30/10/17.

The Companies Act 2006

Articles of Association of The C.R.U.M.B.S. Project

Charity Number: 1151926

Company Number: 07294713

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

OBJECTS AND POWERS

2. Objects

The Charity's objects are specifically restricted to the following:

The promotion of education and the social inclusion of disadvantaged individuals with mental health problems, learning difficulties, physical disabilities, stabilised addiction, recovering from head injury or other health related problems by providing learning and training designed to assist in progress towards better employment and a more independent life through vocational training which currently includes food services and catering, housekeeping, administration and training in essential life skills.

3. Powers

To further its objects, the Charity may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 provide or procure the provision of training;
- 3.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.7 enter into contracts to provide services to or on behalf of other bodies;

- 3.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.11 set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 3.12 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.13 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required and in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 3.14 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;
- 3.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.16 accept (or disclaim) gifts of money and any other property;
- 3.17 raise funds by way of subscription, donation or otherwise. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 3.18 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits or otherwise prevented by relevant statutory regulations;
- 3.19 incorporate subsidiary companies to carry on any trade;
- 3.20 subject to Article 4:
 - 3.20.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.20.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.22 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.23 undertake and execute charitable trusts, associations or institutions formed for any charitable purpose included in the Charity's objects;
- 3.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
- 3.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.26 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.27 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.28 provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 3.29 do all such other lawful things as may further the Charity's objects, or is conducive or incidental to doing so.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

Permitted Benefits to Members

- 4.2 Except as provided below no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Charity;
 - 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Charity (including services performed by the member under a contract of employment with the Charity), provided that if such member is a Trustee Articles 4.3, 4.4 and 4.5 shall apply;
 - 4.2.3 interest at a reasonable and proper rate on money lent by any member to the Charity;
 - 4.2.4 any reasonable and proper rent for premises let by any member to the Charity; and

- 4.2.5 any payments to a member who is also a Trustee which are permitted under Articles 4.4 or 4.5.

Permitted Benefits to Trustees and Connected Persons

- 4.3 Unless the payment is permitted by Article 4.4 no Trustee may:
- 4.3.1 sell goods, services or any interest in land to the Charity;
 - 4.3.2 buy any good or services from the Charity on terms preferential to those applicable to members of the public;
 - 4.3.3 be employed by, or receive any remuneration from, the Charity; or
 - 4.3.4 receive any other financial benefit from the Charity.
- 4.4 A Trustee may receive the following benefits from the Charity:
- 4.4.1 a Trustee or Connected Person may receive a benefit from the Charity in their capacity as a beneficiary of the Charity provided that it is available generally to the beneficiaries of the charity;
 - 4.4.2 a Trustee may be reimbursed by the Charity for or may pay out of the Charity's property reasonable expenses incurred by him or her when acting on behalf of the Charity;
 - 4.4.3 a Trustee or Connected Person may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011 (excluding the service of acting as Trustee and services performed by a Trustee under a contract of employment with the Charity) provided that:
 - 4.4.1 if such person is a Trustee the procedure described in Articles 20 to 21 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - 4.4.2 if such person is a Connected Person the procedure described in Articles 20 to 21 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
 - 4.4.3 this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee);
 - 4.4.4 a Trustee or Connected Person may receive interest at a reasonable and proper rate on money lent to the Charity which must be not more than the Bank of England rate (also known as the base rate);

- 4.4.5 a Trustee or Connected Person may receive reasonable and proper rent for premises let to the Charity. The terms of the lease must be reasonable and proper;
 - 4.4.6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.28;
 - 4.4.7 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6; and
 - 4.4.8 a Trustee or Connected Person may receive or retain any payments authorised in Writing by the Commission.
- 4.5 In Articles 4.3 and 4.4 references to the Charity shall be read as references to the Charity and/or any Subsidiary Company provided that in relation to services supplied to a Subsidiary Company the words in Article 4.4.3 “(excluding the service of acting as Trustee and services performed by a Trustee under a contract of employment with the Charity)” shall be treated as though they read “(excluding the service of acting as Trustee but including other services by any person performed under a contract of employment with any Subsidiary Company)”.
- 4.6 For any transaction authorised by Articles 4.4 or 4.5, the Trustee’s duty (arising under the Companies Acts) to avoid a conflict of interest with the Charity shall be disapplied, subject to Article 21.

LIABILITY, INDEMNITY AND WINDING UP

5. Liability of Members

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- 5.1.1 payment of the Charity’s debts and liabilities contracted before he, she or it ceases to be a member,
 - 5.1.2 payment of the costs, charges and expenses of winding up, and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

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

incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

7. Winding up

If any property remains after the Charity has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Charity (except to a member that is itself a charity which would qualify to benefit under this Article), but must be applied directly for the Charity's objects or given to some other institution or institutions with similar objects which is or are regarded as charitable under the law of England & Wales. The distribution of funds may be chosen by resolution of the members at or before the time of winding up or dissolution, and subject to any such resolution of the members may be chosen by resolution of the Trustees at or before the time of winding up or dissolution.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

8. Trustees' general authority

Subject to the Articles and Companies Acts, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

9. Members' reserve power

- 9.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
- 9.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

10. Chair

The Trustees may appoint one of their number to be the Chair of the Trustees to carry out such functions and for such term of office as they determine and may at any time remove him or her from that office.

11. Trustees may delegate

- 11.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 11.2 Subject to the Articles the Trustees may delegate to any person or committee the implementation of their decisions or day to day management of the affairs of the Charity.
- 11.3 Any delegation by the Trustees may be:
 - 11.3.1 to such person or committee;
 - 11.3.2 by such means;

11.3.3 to such an extent;

11.3.4 in relation to such matters or territories; and

11.3.5 on such terms and conditions;

as they think fit.

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

11.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

11.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

11.7 All acts and proceedings of any committees or persons appointed under Articles 11 or 12 must be fully and promptly reported to the Trustees.

12. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts.

DECISION-MAKING BY TRUSTEES

13. Trustees to take decisions collectively

Any decision of the Trustees must be either (a) a majority decision at a meeting at which a quorum is present at the time the relevant decision is made; or (b) a decision taken in accordance with Article 19.

14. Calling a Trustees' meeting

14.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

14.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:

14.2.1 all the Trustees agree; or

14.2.2 urgent circumstances require shorter notice.

14.3 Notice of Trustees' meetings must be given to each Trustee.

14.4 Every notice calling a Trustees' meeting must specify:

14.4.1 the place, day and time of the meeting;

14.4.2 the general particulars of all business to be considered at such meeting; and

- 14.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 14.5 Notice of Trustees' meetings need not be in Writing.
- 14.6 Notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.
15. **Participation in Trustees' meetings**
- 15.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 15.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 15.3 If all the Trustees 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.
16. **Quorum for Trustees' meetings**
- 16.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to fill a vacancy in accordance with Article 16.3 or to call another meeting. 'Participating' includes by suitable electronic means in accordance with Article 15.2.
- 16.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two or the number nearest to one-half of the total number of Trustees, whichever is the greater.
- 16.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees.
17. **Chairing of Trustees' meetings**
- The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.
18. **Decision-making at meetings**
- 18.1 Questions arising at a Trustees' meeting shall be decided by a majority of votes.

- 18.2 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have, unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Decisions without a meeting

- 19.1 The Trustees may take a unanimous decision without a Trustees' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

- 19.2 A decision which is made in accordance with Article 19.1 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:

19.2.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

19.2.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 19.2;

19.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

19.2.4 the Recipient must prepare a minute of the decision in accordance with Article 35.

20. Conflicts of interest

- 20.1 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 it has not already been declared.

- 20.2 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.

- 20.3 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 Article 19:

20.3.1 if the Conflict of Interest relates to a benefit permitted under Article 4.4.3(a) or Article 4.4.3(b) as it applies by virtue of Article 4.5, then the Trustee must comply with Article 20.4;

20.3.2 for all other Conflicts of Interest, either the Trustee must comply with Article 20.4 or authorisation must be given by the unconflicted Trustees under Article 21.

20.4 If a Trustee with a Conflict of Interest is required to comply with Article 20.4 he or she must:

20.4.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate or which does not relate to the matter that gives rise to the Conflict of Interest;

20.4.2 not be counted in the quorum for that part of the meeting; and

20.4.3 withdraw during the vote and have no vote on the matter.

20.5 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 Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

21. Trustees' power to authorise a conflict of interest

21.1 The Trustees have power to authorise a Trustee to be in a position of Conflict of Interest provided:

21.1.1 this power cannot be used to authorise a Conflict of Interest arising from a benefit permitted under Article 4.4.3(a) or Article 4.4.3(b) as it applies by virtue of Article 4.5;

21.1.2 in relation to the decision to authorise a Conflict of Interest, the conflicted Trustee must comply with Article 20.4;

21.1.3 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;

21.1.4 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

21.1.5 nothing in this Article 21 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with Article 4.

21.2 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 21.1 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.

21.3 A Trustee shall not be accountable to the Charity 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 21.1 (subject to any limits or conditions to which such approval was subject).

22. Register of Trustees' interests

The Trustees shall 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.

23. **Remuneration of Directors**

The Trustees must not be paid any remuneration unless it is authorised by Article 4.

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. **Number of Trustees**

There shall be at least three Trustees, but no more than 12 (unless otherwise determined by ordinary resolution).

25. **Methods of appointing Trustees**

25.1 Those persons notified to the Registrar of Companies as the first Trustees of the Charity shall be the first Trustees.

25.2 Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee for a term of three years by a decision of the Trustees, providing this does not cause the number of Trustees to exceed the fixed maximum number of Trustees. The current trustees' appointment shall continue until the following dates, thereafter they shall be capable of being reappointed for further terms of three years in accordance with Article **Error! Reference source not found.:**

Douglas Eyre	2018
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Laurence Pearse	2018
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Chris Wakefield	2018
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Ray Hogwood	2019
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Sue Weall	2019
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Sarah Durrans	2020
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Grant Reid	2020
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25.3 A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at Trustee meetings.

26. **Termination of Trustee's appointment**

A person ceases to be a Trustee as soon as:

26.1 that person ceases to be a member;

26.2 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006, or is prohibited from being a Trustee by law;

- 26.3 that person is disqualified by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions) from acting as a trustee of a charity;
- 26.4 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 26.5 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.6 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 26.7 notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);
- 26.8 the Trustee fails to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason; or
- 26.9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Trustee being removed, being heard by or of making written representations to the Trustees.
- 26.10 Any person retiring as a charity trustee at the end of their initial term or any subsequent term is eligible for reappointment for additional terms of three years.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Trustees as members

The Trustees from time to time shall be the only members of the Charity.

28. Termination of membership

28.1 Membership is not transferable and ceases on death.

28.2 A member shall cease to be a member if a member ceases to be a Trustee.

DECISION MAKING BY MEMBERS

29. Members' meetings

- 29.1 The Trustees may call a meeting of the members at any time.
- 29.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts
- 29.3 The minimum periods of notice required to hold a general meeting of the Charity are:
- 29.3.1 twenty one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- 29.3.2 fourteen clear days for all other general meetings.
- 29.4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights. The notice must be given to all the members and to the Trustees and auditors.
- 29.5 No business may be conducted at any general meeting unless a quorum is present. A quorum is two or the number nearest to one-half of the total number of members, whichever is the greater.
- 29.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees. If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. Written resolutions of members
30. **Written notices**
- 30.1 Subject to Article 30.3, a written resolution of the members passed in accordance with this Article 29.6 shall have effect as if passed by the members in general meeting:
- 30.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the eligible members.
- 30.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 30.2 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 30.3 A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 30.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.

- 30.5 A member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated Document identifying the resolution to which it relates and indicating the member's agreement to the resolution. For these purposes:
- 30.5.1 if the Document is sent to the Charity in Hard Copy Form, it is authenticated if it bears the signature of the person sending it;
 - 30.5.2 if the Document is sent to the Charity in Electronic Form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 30.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 30.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.
31. **Content of proxy notices**
- 31.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
- 31.1.1 states the name and address of the member appointing the proxy;
 - 31.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 31.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 31.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 31.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 31.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 31.4 Unless a proxy notice indicates otherwise, it must be treated as –
- 31.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 31.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
32. **Delivery of proxy notices**

- 32.1 A person 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 valid proxy notice has been delivered to the charity by or on behalf of that person.
- 32.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 32.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 32.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

33. Means of communication to be used

- 33.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 33.2 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.
- 33.3 A Trustee may agree with the Charity that notices or Documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 33.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.6 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 33.7 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

33.7.1 48 hours after the envelope containing it was posted; or

33.7.2 in the case of an electronic form of communication, 48 hours after it was sent.

34. Irregularities

- 34.1 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.
- 34.2 Subject to Article 34.3, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 34.2.1 who was disqualified from holding office;
 - 34.2.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 34.2.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
 - 34.2.4 the vote of that Trustee; and
 - 34.2.5 that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- 34.3 Article 34.2 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 34.2, the resolution would have been void, or if the Trustee has not complied with Articles 20 and 21.

35. **Minutes**

The Trustees must cause minutes to be made in books kept for the purpose:

- 35.1 of all appointments of officers made by the Trustees;
 - 35.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
 - 35.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

36. **Records and accounts**

- 36.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 36.1.1 annual reports;

36.1.2 annual returns; and

36.1.3 annual statements of account.

- 36.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or Documents merely by virtue of being a member.

37. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

38. Exclusion of model Articles

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

SCHEDULE

INTERPRETATION

Defined terms

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

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Charity’s Articles of association;
1.3 “Chair”	has the meaning given in Article 10;
1.4 “Charity”	The C.R.U.M.B.S. Project;
1.5 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7 “Commission”	the Charity Commission for England and Wales;
1.8 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.9 “Conflict of Interest”	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 Charity;
1.10 “Connected Person”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee as his or her partner; or (d) any person carrying on business in partnership with any person falling within (a), (b) or (c) above; (e) an institution which is controlled (i) by the director or any connected person falling within (a), (b) or (c) above; or (ii) by two or more persons falling within (d)(i) when taken together; or (e) a body corporate in which (i) the director or any connected person falling within (a) to (c) has a substantial interest; or (ii) two or more persons falling within (e)(i) who, when taken together, have a substantial interest. Sections 350

		– 352 of the Charities Act 2011 apply for the purposes of interpreting this term.
1.11	“Document”	includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.12	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“Financial Expert”	an individual, Charity or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.14	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15	“officer”	includes the directors and secretary (if any);
1.16	“Secretary”	the secretary of the Charity (if any);
1.17	“Subsidiary Company”	any Charity in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the Charity; and
1.18	“Trustee”	a director of the Charity who are charity trustees as defined by section 177 of the Charities Act 2011;
1.19	“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.

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

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Charity.