

AMENDED

**Memorandum and
Articles of Association of**

NEWSTRAID BENEVOLENT FUND

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| Incorporated on: | 20 th October 2006 |
| Amended on: | 26 th April 2007 (by Special Resolution) |
| And on: | 20 th September 2007 (by Special Resolution) |
| And on: | 24 th April 2008 (by Special Resolution) |
| Company Registration No. | 5973987 |
| Charity Registration No. | 1116824 |
| Scottish Charity No. | SC038775 |

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The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

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**Memorandum of Association of
NEWSTRAID BENEVOLENT FUND**

INTRODUCTION

The charitable company formed under this Memorandum and Articles of Association formally represents the incorporation of the original NewstrAid Benevolent Society (No. 20 BEN) formerly called Newsvendors' Benevolent Institution and has updated the charitable objects to reflect current practice. The charitable company is the successor body to the original Benevolent Society.

1. The Company's name is NEWSTRAID BENEVOLENT FUND (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are:-

to relieve persons who are in conditions of need or hardship and to relieve the distress caused thereby through the provision of welfare for persons who are, or have been, employed in the selling and distribution of newspapers, magazines and periodicals ("The Trade") in the United Kingdom, including their immediate family and dependants. Engagement, either full or part-time, shall normally have been for a minimum of ten consecutive years. Distribution shall be deemed to be from receipt of the said publications from the machine until received by the reader.
4. In furtherance of the Objects, but not otherwise the Charity may exercise the following powers:
 - (a) 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 Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;
 - (d) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required

by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;

- (e) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
- (f) subject to clause 5 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (g) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (j) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (k) to make donations or loans to other charities having the same or similar objects as the Charity;
- (l) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity *except* where it is a direct means of furthering the Objects;
- (m) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, exhibitions or training courses and to disseminate information to publicise the work of the Charity and others operating in similar fields;
- (n)
 - (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
 - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (o) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;

- (p) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
 - (q) to invest in NewstrAid Custodian Trustee Limited the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - (r) to undertake, facilitate or support the co-ordination and networking of other agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
 - (s) to make regulations for the management of any property which may be acquired by the Charity;
 - (t) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
 - (u) to appoint a President and Vice-Presidents on such terms and conditions as the Board shall from time to time think fit. The President shall preside at the AGM;
 - (v) to appoint Officers of the Charity and the terms and conditions of such appointment;
 - (w) to acquire, merge with or to enter into any partnership, affiliation or joint venture arrangement with any other charity formed for any of the Objects;
 - (x) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and save as provided for in clause 6 hereof no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing herein shall prevent any payment in good faith by the Charity:
- (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 Charity 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 withdraw from 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 1 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 public limited company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that public limited company;
 - (e) of any reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
 - (f) of any premium in respect of any indemnity insurance relating to liabilities of the trustees (or any of them) as and to the extent permitted by sub-clause (h) below;
 - (g) to any trustee of reasonable out-of-pocket expenses.
 - (h) to provide indemnity insurance to cover the liability of the trustees 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 Charity PROVIDED that any such insurance shall not extend to:
 - (i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity.
- (i) The Directors of NewstrAid Custodian Trustee Limited may hold, purchase or take on lease any land, and may sell, exchange, mortgage, lease or build upon that land (with power to alter and pull down buildings and re-build) and a purchaser, assignee, mortgagee, or tenant shall not be bound to enquire as to the authority for any sale, exchange, mortgage or lease by the Trustees and receipt of the Custodian Company shall be a discharge for all monies arising from or in connection with such sale, exchange, mortgage or lease.
6. (a) In the management and administration of the Charity the Trustees may take such advice professional or otherwise as they consider appropriate and may make payments out of the Charity in respect of the costs fees and expenses for and in relation to any such advice;
- (b) save as provided for in the previous and the next sub-clause the Trustees may not as a general rule receive remuneration for their services except that they may be reimbursed all reasonable and proper out of pocket expenses incurred by them in pursuit of their duties;
- (c) the Trustees shall have power to remunerate any Trust Corporation in which any investments land or buildings belonging to the Trust have been vested as a custodian or holding Trustee on such terms as may be agreed with the Trust Corporation provided that any such remuneration shall be reasonable.

7. The liability of the members is limited.
8. Every full voting member of the Charity (as prescribed in Article 2 (x)) undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a full voting member or within one year after he or she ceases to be a full voting member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a full voting member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9.
 - (a) If the Charity 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 Charity, 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 Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
 - (b) Nothing in this Memorandum of Association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

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Company Limited by Guarantee and not having a Share Capital

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**Articles of Association of
NEWSTRAID BENEVOLENT FUND**

INTERPRETATION

1. In these Articles:

“**the Charity**” means the company intended to be regulated by these articles;

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“**address**” means a postal address or, for the purposes of electronic communication, a fax number or an e-mail address in each case registered with the Charity;

“**the articles**” means these Articles of Association of the Charity;

“**the Board of Trustees (the Board)**” means the Board of Directors of the Company and the Trustees of the Charity as they are one and the same;

“**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;

“**Custodian Company**” means NewstrAid Custodian Trustee Limited;

“**executed**” includes any mode of execution;

“**the memorandum**” means the memorandum of association of the Charity;

“**the memorandum and articles of association**” together make up the governing document of the charity;

“**office**” means the registered office of the Charity;

“**rent**” shall be deemed to include rates and/or mortgage repayments, and shall allow for any benefits received from State or Local Government sources (Article 51 (i) e);

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

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“**subscribers**” to the memorandum and articles are the Trustees;

“**subscriber members**” of the charity are as prescribed in Article 2 (xi);

“**voluntary members**” of the charity are as prescribed in Article 2 (xii);

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

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits and words importing persons shall include companies.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (i) The subscribers (signatories) to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 69 shall be members of the Charity. The first members shall be the Board of Trustees.
- (ii) No person shall be admitted a full voting member of the Charity unless:
 - (a) his application for membership is approved by the Board of Trustees;
 - (b) he is aged 18 or over;
 - (c) he is not in receipt of benefit from NewstrAid
 - (d) he has paid the annual subscription of £20 or such other amount as the Trustees may from time to time by ordinary resolution determine.
- (iii) Life Membership: Any donor of £200 or such other amount as the Trustees may from time to time by ordinary resolution determine may receive a Life Membership of the Charity for themselves or for a person nominated by them and agreed with the board.
- (iv) Life Members need not pay annual donations but shall be entitled to all the rights and privileges of membership, including the right to attend General Meetings, vote at elections, be nominated for any office and to serve on any Committee if holding a trade qualification.
- (v) Any full voting member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of members to less than two.
- (vi) Any person or other body who ceases to be a member of the Board in accordance with Article 38 shall forthwith cease to be a member of the company. Membership shall not be transferable and shall cease on death.
- (vii) A retiring Board member may be reappointed as a member of the Charity further to the provisions of Article 69.
- (viii) If not less than two-thirds of the Board present at a meeting so resolve, the Board shall have the right for a good and sufficient reason to terminate the membership of any member of the Company provided that he shall have

received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefor and that he shall have the right to be heard by the Board before any vote is taken.

- (ix) **Good Samaritan Awards:**
 - (a) awarded by the Board to members nominated by Area Committees; such awards not to exceed six annually from those nominated;
 - (b) recipients of this award shall, if not already, be entered on the Roll of Life Members of the Charity in accordance with the provisions of sub-clause (iv) above.
- (x) The Board must maintain a register of names and addresses of all full voting Charity members.

Additional Classes of Members

- (xi) Subscriber members include:
 - (a) regular subscribers to the Charity of at least £10 per annum;
 - (b) membership will be on a “calendar year” basis and any subscription not renewed by 31st March following will be deemed to have lapsed.
- (xii) Voluntary membership shall be open to any current almoner or active member of a Committee approved by the Board.
- (xiii) Any subscriber or voluntary member may apply in writing to the Board to become a full voting member in accordance with the provisions of sub-clause (ii) above.

GENERAL MEETINGS

3. The Charity shall hold an Annual General Meeting each year 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 Charity and that of the next provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. The Annual General Meeting shall be held at such times and in such places as the Board of Trustees shall appoint.
4. The Board of Trustees may call General Meetings to be held at such times and in such places as they shall appoint.
5. On the requisition of members pursuant to the provisions of the Act, the Board of Trustees shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

6. Notice of General Meetings shall normally be called by at least 7 clear days' notice, specifying the time and place of the meeting, whether it is an Annual or Ordinary General Meeting and the general nature of the business to be transacted. The notice shall be given to all the members and the Board and, in the case of the Annual General Meeting, the auditors to the charity.
7. An Annual General Meeting and any General Meeting called for the passing of a special resolution shall be called by at least twenty one clear days' notice. An announcement in the Trade Press shall be deemed sufficient notice to the Members.
8. A Special General Meeting may be called by notice of at least seven clear days if it is so agreed and in such form as the Trustees may direct.
9. 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 MEETINGS

10. No business shall be transacted at any meeting unless a quorum is present. Twenty five full voting members present shall constitute a quorum.
11. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
12. The President may preside at all General Meetings at which he is present. He may delegate the Chairing of part or all of any Meeting either to the Chairman of the Board of Trustees, or to a Vice-President or Vice-Chairman.
13. A Chairman and Vice-Chairman shall be appointed annually by the Trustees, from among the elected Trustees and shall be installed at the first Trustee meeting following the Annual General Meeting. The Chairman shall be an ex-officio member of all standing committees.
14. The Chairman, or in his absence, the Vice-Chairman shall occupy the Chair at all meetings of the Members other than the AGM or when the President is in attendance. In the event of any of these Officers being absent, those present shall elect a Chairman to preside at the meeting.
15. The Chairman (President) may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted, otherwise it shall not be necessary to give any such notice.
16. A resolution put to the vote of a meeting shall be decided on a show of hands, unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
17. Unless a poll is duly demanded, a declaration by the chairman that a resolution has 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 the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
18. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
19. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
21. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. 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. 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.
23. Subject to the provisions of the Act, a resolution in writing signed by all members of the Charity 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 Charity duly convened and held. Such a resolution may consist of several documents in like form each signed by one or more members of the Charity.

VOTES OF MEMBERS

24. Subject to Article 20, every member, including Life Members, shall have one vote with the exception of Subscriber and Voluntary Members who are not entitled to vote unless previously appointed by the Board of Trustees.
25. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
27. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
28. 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 chairman whose decision shall be final and conclusive.

BOARD OF TRUSTEES

29. The number of Trustees shall be not less than three and no more than 15 (unless otherwise determined by ordinary resolution) with the addition of a further 2 co-opted members. Co-opted members may be appointed at any time, and must be ratified at the next AGM for the following year further to the provisions of Article 34 and notification to Companies House.
30. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.

POWERS OF THE BOARD OF TRUSTEES

31. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board of Trustees by the articles and a meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.
32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
 - (i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the NewstrAid Custodian Trustee Limited such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - (ii) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

33. (i) The Trustees shall be subject to retirement by rotation. They are eligible to serve for a three-year period and may then be re-elected for further three-year periods.

- (ii) At every subsequent annual general meeting following the first, one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one Trustee who is subject to retirement by rotation he shall retire.
 - (iii) The first Trustees to retire shall be decided by lots drawn amongst themselves.
 - (iv) **OLD BEN HOMES:** The Board shall from time to time exercise its powers to appoint not more than five nominative Managing Trustees of Old Ben Homes.
34. No person may be appointed as a Trustee at any general meeting:
- (i) unless he has attained the age of 18 years;
 - (ii) in circumstances such that, had he already been a member of the Board, he would have been disqualified from acting under the provisions of Article 38;
35. The following provisions shall apply in relation to the appointment of Trustees:
- (i) in selecting individuals for appointment as trustees, the Board must have regard to the skills, knowledge and experience required for the effective administration of the charity;
 - (ii) in addition to the statutory powers of appointment a new Trustee may be appointed by a resolution of the Board of Trustees passed by a majority of the Trustees for the time being (and not just a simple majority present at a meeting when the resolution is considered) and such resolution shall be recorded in the minutes and signed by the new Trustee and by the chairman of the meeting and such records shall be conclusive evidence of his appointment;
 - (iii) a technical defect in the appointment of a Trustee of which the Board of Trustees is unaware at the time does not invalidate decisions taken by the Board of Trustees.
36. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Charity's register of Trustees (directors).
37. Subject as aforesaid, the members of the Charity may by ordinary resolution appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee.
38. A Trustee shall cease to hold office if
- (i) he ceases to be a Director/Trustee by virtue of any provision in the Act or is disqualified from acting as a Director/Trustee by virtue of section 72 of the

Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (ii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (iii) he resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (iv) he is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolves that his office be vacated;
- (v) the members of the Charity in general meeting by ordinary resolution decide for a good and sufficient reason to terminate his appointment provided that he shall have received 14 clear days notice in writing to his last known address notifying him of the intention to terminate his appointment and the reasons therefor and that he shall have the right to be heard by the members at such general meeting before any vote is taken.

TRUSTEES' EXPENSES

- 39. The Board of Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at Board meetings or committees of Trustees or general meetings or in pursuance of the Objects of the Charity or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration, except to the extent permitted by clauses 5 and 6 of the memorandum.
- 40. Subject to the provisions of the Act and to clause 5 of the memorandum, the Board may appoint one or more of their number to the office of Chief Executive or to any other executive office under the Charity. Any such appointment may be made upon such terms as the Board determines.
- 41. Except to the extent permitted by Clauses 5 and 6 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Board member in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

- 42. Subject to the provisions of the articles, the Board of Trustees may regulate its proceedings as it thinks fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall be entitled to a casting vote.
- 43. The quorum for the transaction of the business of the Board of Trustees may be fixed by the Trustees but shall not be less than six Trustees.
- 44. The Board of Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than six, the continuing Trustees of Trustee may act only for the purpose of:
 - (i) calling a general meeting for the appointment of new Trustees;

- (ii) protecting the assets of the Charity;
 - (iii) executing decisions made by the Board of Trustees before its number fell below that of the quorum.
45. A Chairman and Vice-Chairman shall be appointed annually by the Board of Trustees from among the elected Trustees and shall be installed at the first meeting of the Board of Trustees following the AGM. The Chairman shall be an ex-officio member of all standing committees. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside.
46. A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board in which all participants can see (whether through some form of video link or otherwise) and may communicate with all the other participants.
47. The Board of Trustees may appoint one or more committees which may consist of Trustees and such other persons as the Trustees may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee provided that:-
- (i) all acts and proceedings of any such committees shall be fully and promptly reported to the Board of the Trustees;
 - (ii) any such committee shall conform to any regulations that may be imposed upon it by the Board of Trustees;
 - (iii) any such committee shall not incur expenditure other than in accordance with a budget approved by the Board of Trustees or with the specific prior approval of the Board of Trustees.
48. All acts done by a meeting of the Board of Trustees, or a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
49. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Board or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

CUSTODIAN COMPANY

50. (i) (a) Directors, of whom there shall be not less than two and not more than six in number, following due process, shall be formally appointed by the Trustees of NewstrAid Benevolent Fund to serve for a three year term on a rotational basis.

- (b) Retiring Directors shall be eligible for re-appointment.
 - (c) One-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire.
 - (d) Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last reappointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - (e) Directors are expected to attend all relevant meetings.
 - (f) Every resolution appointing a Director shall be entered in the Minutes of the Meeting at which the individual is appointed.
 - (g) Companies House will be notified of such appointment in the requisite format within 14 days of the date of appointment.
- (ii) All the property of the Charity shall be transferred to NewstrAid Custodian Trustee Limited (the Custodian Company) and title of the same shall be vested in the Custodian Company.
 - (iii) All the deeds and documents of title, securities and certificates relating to any investment or property of the Charity, and all Officers' bonds and securities, shall be deposited in the name of the Custodian Company with the Charity's bankers.
 - (iv) The Directors of the Custodian Trustee Company shall not be liable to make good any deficiency in the Funds, but shall be liable only for sums of money actually received by them on account of the Society.
 - (v) In all legal proceedings whatsoever concerning any property vested in the Custodian Company on behalf of the Charity, the property may be stated to be the property of the Custodian Company without further description.

STANDING COMMITTEES

51. The following Standing Committees shall be appointed each year by the Board at its first Meeting following the Annual General Meeting. The Chairman of each Standing Committee must be a Trustee:
- (i) **Welfare Committee** – with up to ten members to examine applications from and administer welfare to those who qualify:
 - (a) all applications for assistance shall be vouched for and made in the form prescribed by the Welfare Committee. All such applications shall be investigated by the Welfare Committee as soon as convenient;

- (b) emergency grants may be made through the Chairman of the Welfare Committee, but such grants must be confirmed at the next meeting of the Welfare Committee;
- (c) the Welfare Committee shall satisfy themselves that applicants for, or recipients of, assistance have claimed all such benefits to which they are entitled under the provisions of State or Local Government; but if the Welfare Committee ascertain that the aggregate means of subsistence of any beneficiary will be detrimentally affected thereby, they may, in the exercise of their discretion, disregard such provision;
- (d) the Welfare Committee shall endeavour to ensure that the moral and financial responsibilities of relatives and carers of the beneficiaries of the Charity are reasonably fulfilled;
- (e) benefit granted by the Charity shall be in such a form or amount as the Welfare Committee shall determine, and within the limits prescribed by legislation. In assessing the needs of an applicant the Welfare Committee shall have regard to the reasonableness of the amount of weekly income remaining to the applicant after the payment of rent, such amount to be determined by the Welfare Committee from time to time;
- (f) forfeiture: The Welfare committee may at their discretion suspend or reduce any assistance granted by the Charity, such decision being final. Such reduction or forfeiture shall be effected:

either: upon it being ascertained that the beneficiary has suppressed facts material to his/her application or subsequently become possessed or entitled to property or resources sufficient for his/her maintenance in comfort without the assistance of the Charity;

or: Should the beneficiary become a resident or inmate of any institution where accommodation is provided e.g. hospital, nursing or care home, reception centre, prison. (This does not include sheltered housing);

- (g) it shall be the Welfare Officer's duty to file all applications for benefit or grant, with correspondence arising therefrom. All such records shall be regarded as strictly confidential, and access thereto shall only be permitted if and when the Board deems such access expedient.

(ii) **Investment Committee** – with up to five members responsible for the management and control of the Charity's investments;

(iii) Chairmen of the above Committees can co-opt members onto their Committees in an advisory capacity when necessary. The Chief Executive Officer, and in the case of the Investment Committee, the Treasurer, are entitled to attend but would not have a vote.

52. (i) At their first meeting each year after the AGM, the Board of Trustees shall appoint chairmen for the Standing Committees. The membership of these

Standing Committees shall be drawn from other Trustees and such other people as the Board thinks fit and in appointing such members the Board must have regard to the level of skills, knowledge and experience required.

- (ii) The Chairman of each Standing Committee, whilst appointed annually, shall normally be considered as being of three years' duration.
- (iii) Each Standing Committee will submit a full report on their work to every meeting of the Board.
- (iv) Members of Standing Committees may claim reasonable expenses if necessary.
- (v) The terms of reference of each Standing Committee shall be determined from time to time by the Board.

SUB-COMMITTEES

53. The Board of Trustees and Standing Committees may appoint such sub-committees as they require to carry out any specific function. The chairman of each sub-committee must be a member of the committee which appointed it and report back to that committee. The duration of service of the sub-committee will be limited to that necessary to accomplish the task for which it was formed.

AREA COMMITTEES

54. (i) Area Committees may be formed from all four sections of the Trade in order to extend the activities and achieve the objects of the Charity. Recognition will be given to properly constituted bodies by the Board.
- (ii) Area Committee Conferences may be convened by the Board when necessary or at the request of a consultancy of five Area Committees, in which case all five must be represented at the conference to constitute a quorum.
- (iii) Each Area Committee may send a maximum of 2 delegates to attend the AGM or other General Meetings. Each delegate has one vote. Only 2nd Class travelling expenses may be claimed on the day to the 2 nominated delegates of each Area Committee.
55. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be Board members or persons duly authorised by the Board. Such electronic payments as may be required may be made and received subject to effective controls being in place and regularly monitored by the Trustees.

CONFLICT OF INTEREST

56. A Trustee should make it known from the outset of any interest he may have in a particular topic of discussion and must immediately remove himself from that part of the meeting where a potential conflict of interest may arise or be deemed to arise.

SECRETARY

57. Subject to the provisions of the Act, the secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as it may think fit, and it may remove any secretary so appointed.

MINUTES

58. The Board of Trustees shall keep minutes in books or in other written or electronic media kept for the purpose:
- (i) of all appointments of officers made by the Board of Trustees; and
 - (ii) of all proceedings at meetings of the Charity and of the Board of Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

EXECUTING OR SEALING DOCUMENTS

59. (i) The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the Board of Trustees. The 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.
- (ii) If the Charity does not have a seal, instruments may be executed on the authority of the Board on the signature of a Trustee and of the secretary or by a second Trustee. Appropriate wording which may be used is: "Executed as a deed and delivered by []"

ACCOUNTS

60. Accounts shall be prepared in accordance with the provisions of Part VII of the Act and in accordance with the provisions of the 1993 Charities Act.

AUDIT

61. (i) The Charity shall, in each year of account, appoint a qualified auditor to audit its accounts and balance sheet for that year. For the purpose of this Article, "qualified auditor" means a person who is a qualified auditor according to the current statutory requirements.
- (ii) Save as provided in sub-clause (iii) below, every appointment of an auditor shall be made by resolution at a General Meeting.
- (iii) The Board of Trustees may appoint an auditor to fill any casual vacancy occurring between General Meetings.
- (iv) A qualified auditor appointed to audit the accounts and balance sheet of the Charity for the preceding year of account (whether at a General Meeting or by the Board) shall be reappointed as auditor for the current year of account (whether or not by any resolution expressly reappointing him has been passed) unless:-
- (a) a resolution has been passed at a General Meeting of the Charity appointing somebody instead of him or providing expressly that he shall not be reappointed;

OR

OR

- (b) he has given notice to the Charity in writing of his unwillingness to be reappointed;
- (c) he is ineligible for appointment as auditor of the charity for the current year of account;
- (d) He has ceased to act as auditor of the Society be reason of incapacity;

provided that a retiring auditor shall not be automatically reappointed by virtue of this rule if notice of an intended resolution to appoint another person in his place has been given in accordance with sub-clause (v) of this Article and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person;

- (v) a resolution at a General Meeting:
 - (a) appointing another person as auditor in place of a retiring qualified auditor or
 - (b) providing expressly that a retiring auditor shall not be reappointed

shall not be effective unless notice of the intention to move it has been given to the Charity not less than twenty-eight days before the meeting at which it is moved. On receipt by the Charity of notice of the intention to move any such resolution the Charity shall give notice of the resolution to the Members in accordance with any statutory requirements.

The Charity shall also give such notice to the retiring auditor in accordance with any statutory requirements and to its Members in accordance with any statutory requirements of any representations made or intended to be made by the retiring auditor;

- (vi) none of the following persons shall be appointed as auditor of the Charity:
 - (a) an Officer or servant of the Charity;
 - (b) a person who is a partner of, in the employment of, or who employs an Officer or servant of the Charity;
- (vii) the auditor shall in accordance with any statutory requirements make a report to the Charity on the accounts he examines and on the revenue account or accounts and the balance sheet of the Charity for the year of account in respect of which he is appointed.

ANNUAL REPORT

- 62. The Board of Trustees 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 its transmission to the Commissioners.

ANNUAL RETURN

- 63. The Board of Trustees 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 return and its transmission to the Commissioners.

NOTICES

64. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
65. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or send it by fax or e-mail as registered with the Company. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
66. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
67. Proof that a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was posted or sent by fax or e-mail as registered with the Company. A notice shall be deemed to have been given at the expiration of 48 hours after it was posted, faxed or sent by e-mail.

INDEMNITY

68. (i) Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- (ii) A retiring Board member is entitled to an indemnity from the continuing Board members at the expense of the Charity in respect of any liabilities properly incurred during his membership of the Board.

RULES

69. (1) The Board may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:
 - (i) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (ii) the procedure at general meetings and Board meetings and committees of the Board members in so far as such procedure is not regulated by the Articles;
 - (iii) generally, all such matters as are commonly the subject matter of

company rules.

- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws, and no rule or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.