ARTICLES OF ASSOCIATION

OF

CIVIC VOICE

VERSION JULY 2026 CHANGED AT CIVIC VOICE EGM 18TH JULY 2026

Company number: 7142946

Charity number: 1134476

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

CIVIC VOICE

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is Civic Voice, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3

Words	**Meanings**
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;

Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Civic Society	any organisation that the Board accepts as a Civic Society or which satisfies a definition of Civic Society set down by the Board in Regulations from time to time;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Elected Trustee	a Trustee elected (or deemed elected) under Article 38.3.1 or 38.3.3;
Initial Trustee	a Trustee appointed under Article **Error! Reference source not found.**;
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any regulations, by-laws or standing orders made in accordance with these Articles;
Seal	the common seal of the Charity, if any;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity;
United Kingdom	Great Britain and Northern Ireland; and

In Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

3.1 The objects of the Charity (the “Objects”) are for the public benefit in England and in such other locations as the Trustees see fit:-

3.1.1 To lead and represent a national movement of civic societies and amenity groups (the Civic Movement), connecting local action with national policy and shaping decision-making.

3.1.2. To promote the conservation, protection and improvement of the built, historic and natural environment for public benefit.

3.1.3. To promote civic pride and public appreciation of the history, character, beauty and distinctiveness of their localities.

3.1.4. To promote sustainable development and the creation of resilient, inclusive and well-managed communities.

3.1.5. To promote high standards of planning, design, development and place management through training, research and other educational activities.

3.1.6. To build the capacity, skills and confidence of the Civic Movement.

3.1.7. To promote informed public participation and accountability in planning and decision-making.

3.1.8. To work with and support organisations that share our commitment to conserving, enhancing and improving places.

3.1.9. To pursue such other charitable purposes as the Trustees determine, consistent with these objects."

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;

4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

4.1.7 to give or receive guarantees or indemnities;

4.1.8 to promote or undertake study or research and disseminate the results of such research;

4.1.9 to produce, print and publish anything in any media;

4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind, and to hold and arrange meetings, lectures, conferences and exhibitions;

4.1.11 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;

4.1.12 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;

4.1.13 to undertake any charitable trust;

4.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

4.1.15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

4.1.16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;

4.1.17 to establish, co-ordinate, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;

4.1.18 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;

4.1.19 to open and operate bank accounts and other banking facilities;

4.1.20 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

4.1.21 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;

4.1.22 to insure any risks arising from the Charity 's activities;

4.1.23

(a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:

(i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;

(ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and

(iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.

(b) Subject to clause 4.1.23(d) below, any insurance in the case of 4.1.23(a)(i) or 4.1.23(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

(i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising):

(ii) any liability incurred by a Trustee in defending any criminal proceedings in which he/she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him/her; and

(iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he/she knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he/she did not care whether it was in the best interests of the Charity or not.

(c) Subject to clause 4.1.23(d) below any insurance in the case of 4.1.23(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his/her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and

(d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.24 to pay all the expenses and costs of establishing the Charity;

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an “investment” is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

(a) the Managers are properly authorised to carry on investment business;

(b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;

(c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;

(d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and

(e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may 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 except as permitted by law or by the Charity Commission or as permitted below under ‘Allowed Payments’ and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity;

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his/her capacity as a Trustee), PROVIDED THAT:-

(a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;

(b) that no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;

(c) such Trustee shall not vote on any resolutions relating to his/her engagement by the Charity or a subsidiary (as defined in the Act) of the Charity; and

(d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity;

For the purposes of these clauses 6.1.1 and 6.1.2 “services” includes goods and services**.**

6.1.3 reasonable interest on the money lent by any Trustee;

6.1.4 reasonable out-of-pocket expenses to any Trustee;

6.1.5 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;

6.1.6 reasonable and proper rent of premises demised or let by any Trustee;

6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to 4.1.23 above;

6.1.8 any payment to a Trustee under the indemnity provisions in the Articles of Association; and

6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his/her partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution.

A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting, including in that notice the text of the resolution, and it is passed either:

7.1.1 on a show of hands by not less than 75 per cent. of the members and duly appointed proxies who (being entitled to do so) vote on the resolution; or

7.1.2 on a poll by members representing not less than 75 per cent. of the total voting rights of the members who (being entitled to do so) vote in person or by proxy present at the meeting on the resolution.

Such a special resolution may be passed on shorter notice if that short notice is agreed by a majority in number of the members having the right to vote holding not less than 90 per cent. of the total voting rights of the members.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles and all future copies of the Memorandum and Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other statutory bodies.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Each member of the Charity undertakes that, if the Charity is wound up while he/she is a member, or within one year after he/she ceases to be a member, he/she will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he/she ceases to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity may indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him/her which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by him/her to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which he/she has incurred in defending any criminal proceedings in which he/she is convicted and such conviction has become final;

10.1.5 for any liability which he/she has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him/her; and

10.1.6 for any liability which he/she has incurred in connection with any application under the Act in which the court refuses to grant him/her relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him/her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or officer, provided that he/she will be obliged to repay such amounts no later than:

10.2.1 if he/she is convicted in proceedings, the date when the conviction becomes final; or

10.2.2 if judgment being given against him/her in proceedings, the date when the judgment becomes final; or

10.2.3 if the court refuses to grant him/her relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

11.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

11.2 Where the duty of a Trustee to avoid a situation in which he/she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and

11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.

11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:

11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

11.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.

11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.

11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he/she has.

11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

12. Rights of Inspection

12.1 A copy of the Memorandum and Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

13. Members

13.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.

13.2 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

13.3 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

13.4 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members. The Board may base subscription rates on the number of members that a member organisation has.

14. Membership

14.1 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.

14.2 Membership is open only to the subscribers and to such Civic Societies, whether incorporated or unincorporated, as the Board decides to admit to membership.

14.3 The Trustees may determine criteria for membership but are not obliged to admit any organisation satisfying such criteria as members and may decline in their absolute discretion any organisation's application and need not give reasons for such decision.

14.4 A member organisation must, if asked, give a copy of its constitution to the Charity.

14.5 Each member organisation has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend vote and speak at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

14.6 The Board may delegate the power to admit members.

15. Associate membership

15.1 The Board may establish classes of associate membership with such name and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not, by virtue of holding that post, be a member of the Charity for the purposes of the Articles or the Act.

16. No transfer of Membership

16.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

17. Ending of Membership

17.1 A member stops being a member of the Charity if:

17.1.1 the member resigns from membership by giving notice in Writing to the Charity; or

17.1.2 membership is ended under Article 18; or

17.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or

17.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that he/she wishes to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or

17.1.5 the board finds that the member's actions have brought or are at risk of bringing the Civic Society movement into disrepute and the Board resolves to end that member's membership; or

17.1.6 the member organisation ceases to function or is wound up.

18. Removal from Membership

18.1 The Board may terminate membership by giving the member notice in Writing.

18.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

19. Annual General Meetings

19.1 Subject to Article **Error! Reference source not found.**, the Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

20. Other General Meetings

20.1 All general meetings except annual general meetings are called general meetings.

21. Calling of Other General Meetings

21.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if members representing at least five per cent. of the total voting rights of all the members having the right to vote at general meetings request it in accordance with the Act.

22. Notice of General Meetings

22.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing including by website in accordance with Article 63.4. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the text of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by a majority in number of the members having the right to vote holding not less than 90 per cent. of the total voting rights of the members.

22.2 At an annual general meeting the business usually conducted will be, where necessary, the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last annual general meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors. Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

23. Members' rights to propose advisory resolutions

23.1 Ten or more members (or such higher or lower number of members as is determined by the Board from time to time) may, acting together, require the Board to add an advisory resolution to the agenda for the annual general meeting provided that they give the Board notice of this requirement in Writing at least 56 Clear Days before the date of the annual general meeting in question. This is subject to Articles 23.2 and 23.4.

23.2 There shall be no right for members to have an advisory resolution put on the agenda of an annual general meeting if, at any of the previous three annual general meetings of the Charity, an advisory resolution or formal resolution was proposed which was the same as or substantially the same as the advisory resolution that the members wish to propose.

23.3 Any advisory resolution that is added to the agenda pursuant to Article 23.1 must be proposed at the annual general meeting, and may be voted on, but an advisory resolution shall not constitute a resolution for the purposes of the Act or these Articles. The outcome of any vote on an advisory resolution shall not be binding on the Board or the Charity, but the Board must give a reasoned response to any subjects so raised.

23.4 This is without prejudice to the Board's right to propose any resolutions that it sees fit at the annual general meeting.

24. Quorum

24.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is five per cent. of the members.

25. Adjournment if no Quorum

25.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 27.2 and 27.3 shall apply to such an adjourned meeting.

25.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

26. Chair

26.1 The Chair (if any) of the Board should normally preside as chair at every general meeting of the Charity. If there is no Chair, or if he/she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting and in default the members at the meeting shall select a chair.

27. Adjournment of the Meeting

27.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

27.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

27.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

28. Voting on Resolutions

28.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). On a show of hands every member shall have one vote. A poll may be demanded by the chair of the meeting or a member who is present save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.

28.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

29. Proxies

29.1 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in any form that the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he/she or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

29.2 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

29.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

30. Postal or Electronic Voting

30.1 To the extent permitted by law, the Board may authorise the use of a postal or electronic ballot of the members. In the event that the Board so elects to hold an electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post.

31. Declaration of chair is final

31.1 Unless a poll is demanded, the chair of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

31.2 The demand for a poll may be withdrawn.

32. When a poll is taken

32.1 Polls will be taken whenever the chair of the meeting says so. Business which is not the subject of a poll may be dealt with before or during the poll.

32.2 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

33. Voting and speaking

33.1 For the purposes of this Article 33 the following terms shall have the following meanings:

33.1.1 The **Maximum Subscription Fee** shall be the maximum annual subscription fee that the Board has decided from time to time the Charity may charge any member organisation;

33.1.2 The **Levy Per Counting Member** shall be the levy that the Board sets from time to time per Counting Member for the purposes of calculating the subscription fees payable by the member organisations;

33.1.3 A **Counting Member** shall be any member of a member organisation who is classified by the Board as a Counting Member, but if the Board has not determined a system of classification, members of member organisations shall be classified as follows:

(a) a life member shall be not be classified as a Counting Member;

(b) a family membership shall be classified as two Counting Members;

(c) a joint membership shall be classified as two Counting Members;

(d) any other member shall be classified as one Counting Member.

33.1.4 The **Total Counting Members** shall be the lower of:

(a) The total number of Counting Members that a membership organisation has; and

(b) the Maximum Subscription Fee ÷ the Levy Per Counting Member.

And where no Maximum Subscription Fee or Levy Per Counting Member has been set by the Board, for the purposes of this Article 33 the Total Counting Members shall be the actual number of Counting Members of the member organisation.

33.2 Subject to Article 33.3, the voting rights of a member at general meetings (and in written resolutions or postal or electronic ballots) shall be:

The Total Counting Members of the member organisation ÷ 100

And where this does not produce a whole number, the voting rights shall be the next highest whole number.

33.3 The Board may vary the basis on which the number of votes per member organisation is calculated, including by specifying a maximum level of voting rights, and shall set down such variations in Regulations.

33.4 On receiving a request in Writing from the Board, a member shall inform the Board of the total number of its members in any class.

33.5 The chair of the meeting does not have a casting vote at general meetings.

33.6 The auditor or reporting accountant has the right to attend and speak at general meetings.

33.7 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings (unless he/she has been appointed as a proxy or as a representative of a member under Article 14.5).

34. Written Agreement to Resolution

34.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

34.1.1 it must be in Writing;

34.1.2 in the case of a special resolution it must be Signed by members representing not less than 75 per cent. of the total voting rights of all those members entitled to receive notice of and to attend general meetings;

34.1.3 in the case of an ordinary resolution it must be Signed by members representing a majority of the total voting rights of all those members entitled to receive notice of and to attend general meetings;

34.1.4 it may consist of two or more documents in identical form Signed by members; and

34.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

34.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

35. Management by the Board

35.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

36. Payment of reasonable expenses to Trustees

36.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted by law or by these Articles.

37. The Keeping of Minutes

37.1 The Board must have minutes entered in the minute books:-

37.1.1 of all appointments of officers by the Board;

37.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

37.1.3 of all resolutions and proceedings at all meetings of:

(a) The Charity;

(b) The Board; and

(c) Committees of the Board.

38. The Make-up of the Board

38.1.1 those people named in the Memorandum of Association and Form IN01 filed under Section 9 of the Companies Act 2006 and sent to the Registrar of Companies or as otherwise authenticated electronically when the Charity is formed;

38.1.2 any persons subsequently appointed by the Trustees after the first annual general meeting of the Charity;

(together the "Initial Trustees").

38.2 The Initial Trustees shall adopt such means as they see fit for the selection of other Initial Trustees pursuant to Article 38.1.2, which may include an email ballot of Civic Societies.

38.3 The Board shall consist of:

38.3.1 Up to nine persons who are members of Civic Societies and who are elected to the Board by the members of the Charity (the number, subject to the maximum of nine, to be decided by the Board) (the "Elected Trustees");

38.3.2 up to three individuals co-opted at any time by the Board in accordance with Article 43.2 (the number, subject to the maximum of three, to be decided by the Board);

38.3.3 if the Board sees fit, one additional person appointed or elected pursuant to one of Articles 38.3.1, 38.3.2 in addition to the maximum number specified in those Articles, but subject to satisfying any other requirements that apply to appointments under the Article in question.

38.4 No person under the age of 16 may be appointed as a Trustee.

38.5 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Board has approved the appointment of any such candidate. For the avoidance of doubt, where a ballot is held members' votes will be weighted as set out in Article 33.

38.6 At all times there must be at least three Trustees on the Board.

39. Elected Trustees

39.1 In respect of 38.3.1 all persons standing for election shall be nominated in writing by a member Civic Society and the nominee shall consent to that nomination in writing.

39.2 All persons nominated for election to the Board shall have the right to submit and to be sent to elector societies

39.2.1 A maximum of 200 words of their biographical details and

39.2.2 a maximum of 200 words in support of their election as a member of the Board

39.3 The Board shall have the power to make regulations, in accordance with clauses 38.6 and 66, as to the conduct of the elections to the Board.

39.4 The Board may issue, as part of the process of declaring the election and the seeking of nominations, information as to the duties of the trustees and desirable skills for those vacancies subject to election

40. Retirement of members of the Board

40.1 At the fourth annual general meeting after his/her last election a Trustee (other than any co-opted Trustee) shall retire. He/she shall be eligible for re-election for one further term of four years provided that, subject to Article 40.2, no such Trustee may continue to serve after the completion of eight years in office without a period of at least a year out of office.

40.2 If at the end of his/her eighth year in office a Trustee (other than a co-opted Trustee) is holding the post of Chairman or Treasurer, he/she shall be permitted to stand for election for a third term, but shall cease to hold office after three years or when he/she ceases to be Chairman or Treasurer or when he/she otherwise ceases to be a Trustee pursuant to these Articles, whichever is the earlier.

40.3 For the purposes of this Article 40, a year shall mean a complete period of service between two annual general meetings.

41. Change in composition of the Board

41.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

42. Notification of change of members of the Board to the Registrar of Companies

42.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

43. Filling vacancies in the Board and Co-option

43.1 The Board may appoint anyone as a Trustee to fill a vacancy in the elected membership of the Board. They will hold office until the next annual general meeting where they may be elected by the members, unless they cease to be a Trustee prior to that by virtue of Articles 44 or 45. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum numbers given in Article 38.3.1 and 38.3.3.

43.2 The Board may also co-opt up to three additional persons onto the Board at any time who shall hold office for a period to be determined by the board unless they cease to be a Trustee prior to that by virtue of Articles 44 or 45. A co-opted Trustee may be removed by the Board at any time and may not be co-opted for more than a total period of eight years without taking a year out of office for such period as the Board shall determine, save this shall not exceed two years.

43.3 For the purposes of the maximum period of office referred to in Article 43.2, a co-opted trustee appointed during the year shall be deemed to have been appointed at the beginning of that year. In the event that a co-opted Trustee goes on to be elected by the members, for the purposes of the maximum terms of office referred to in Article 40 his/her initial appointment shall be the beginning of the year in which he/she was first co-opted.

43.4 For the avoidance of doubt, such appointees or co-optees may vote at meetings of the Board.

44. Ending of Board Membership

44.1 A Trustee ceases to hold office if he/she or she:-

44.1.1 becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or

44.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 1993; or

44.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his/her own affairs and a majority of the other Trustees resolve that he/she must cease to hold office; or

44.1.4 resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or

44.1.5 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or

44.1.6 breaches his/her duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him/her by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

44.1.7 is removed from office under Article 45; or

44.1.8 is a co-opted Trustee and is removed by the Board; or

44.1.9 is an Elected Trustee and ceases to be a member of a Civic Society unless the Board resolves that he/she may continue in office until the end of his/her current term. Where an Elected Trustee ceases to be a member of a Civic Society he/she must inform the Board of this fact immediately;

44.1.10 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting.

45. Removal of a Trustee by a General Meeting

45.1 A general meeting of members of the Charity may remove any Trustee before the end of his/her period of office whatever the rest of these Articles or any agreement between the Charity and the Trustee may say.

45.2 Removal can take place only by the members of Charity passing an ordinary resolution saying so. Members representing at least five per cent. of the total voting rights of all the members having the right to vote at general meetings may give a notice to the Charity of the intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice before the meeting in question must be given to the Charity. Once the Charity receives such notice it must immediately send a copy to the Trustee concerned. He/she has a right to be heard at the general meeting. He/she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting. The right to remove a Trustee given under the Article is in addition to, and separate from, rights given under the Act.

46. Meetings of the Board

46.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

46.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

46.3 The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.

46.4 The Board shall decide how notices of Board meetings shall be given, but at no time shall the Board be obliged to send notices of Board meetings to a postal address outside the United Kingdom*.*

46.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

47. Officers of the Board

47.1 The Board may appoint or remove the Chair, Deputy Chair, Treasurer or any other officers that it wishes. Any such officers shall be appointed from among the Trustees for such term as the Board sees fit. The appointment of the Chair and the Treasurer must be put to the members for ratification by an ordinary resolution at the first annual general meeting that takes place after their appointment. If the appointment is not ratified the officer must step down from that post (but may remain a Trustee) and the Board may appoint a replacement.

48. Quorum for the Board

48.1 The quorum necessary for business to be done at a Board meeting is one third of the Trustees subject to a minimum of three (including any Trustees appointed to fill a vacancy), provided that the number of Elected Trustees present (excluding any who have been appointed to fill a vacancy but have not yet been elected) is equal to or greater than the total number of co-opted Trustees or Civic Panel Trustees who are present at the meeting. This is subject to Article 48.3.

48.2 If at any time the number of Elected Trustees on the Board who have been elected falls below four, any Elected Trustees appointed to fill a vacancy but not yet elected may be treated as if they have been elected for the purposes of achieving the balance of Trustees referred to in Article 48.1.

48.3 A Trustee shall not be counted in the quorum in relation to a resolution on which he/she is not entitled to vote.

48.4 This Article 48 is subject to Article 11.

49. Vacancies on the Board

49.1 The Board may act despite any vacancy on the Board, but if the number of Trustees (or Elected Trustees who have been elected) falls such that it is not possible to achieve a quorum, the Board may act only to summon a general meeting of the Charity or to appoint further Trustees.

50. A Resolution may be Approved by Signature Without a Meeting

50.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

51. Validity of Acts Done at Meetings

51.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he/she was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification.

52. Delegation by the Board and Appointment of Regional and Advisory panels

52.1.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it.

52.1.2 The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.

52.1.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

52.2 The Board shall have the power, as it sees fit, to constitute advisory panels and may determine the terms of reference and membership of such panels.

52.2.1 The Board shall have the power to constitute an advisory regional forum on matters affecting their respective regions

53. Chair of Committees

53.1 A committee may elect a chair of its meetings if the Board does not nominate one.

53.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

54. Meetings of Committees

54.1 A committee may meet and adjourn whenever it chooses.

54.2 Questions at the meeting must be decided by a majority of votes of the members present.

54.3 A committee must have minutes entered in minute books.

55. Appointment and Removal of the Company Secretary

55.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his/her period of office, pay and any conditions of service, and may remove him/her from office.

56. Honorary Officers

56.1 The Board may appoint or remove any person for such terms as they think fit as the President, Vice President, Patron or other honorary post-holders of the Charity. Such officers are honorary only and carry no vote or other rights.

57. Actions of Trustees and Company Secretary

57.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

58. Proper Accounts must be Kept

58.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

59. Books must be Kept at the Office

59.1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees.

60. Inspection of Books

60.1 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

61. Accounts and Returns

61.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

61.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

61.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

61.3.1 the deadline for filing the Charity's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or

61.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

61.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.

61.5 The Board must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

62. Appointment of Reporting Accountants or Auditors

62.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

63. Service of Notices

63.1 The Charity may give notices, accounts or other documents to any member either:

63.1.1 personally; or

63.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

63.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

63.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

63.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he/she has given the Charity for that purpose or in accordance with Article 63.1.1, 63.1.3, 63.1.4 or 63.1.5 above. A member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

63.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

63.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

63.4 Where a member has informed the Charity in Writing of his/her consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him/her that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

64. Accidental Omission of Notice

64.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

65. Who is Entitled to Notice of General Meetings

65.1 Notice of every general meeting must be given to:-

65.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);

65.1.2 the reporting accountants or auditor of the Charity;

65.1.3 all Trustees; and

65.1.4 any President or holder of any other honorary position.

65.2 No one else is entitled to receive notice of general meetings.

66. Regulations

66.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

67. Winding-up of the Charity

67.1 If the Charity is to be wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

67.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.