



Nottingham & Nottinghamshire **REFUGEE FORUM**

Resolution to revise and update the NNRF Articles of Association, December 1st 2022.

Nottingham and Nottinghamshire Refugee Forum,
Registered charity number: 1121560

This resolution was passed unanimously at an Extraordinary General Meeting which preceded the Annual General Meeting on 1st December 2023.

It replaces the current Articles of Association with an updated and revised version dated 1st December 2022.

Signed:

Chair of the NNRF Board of Trustees
Jennie Fleming

The Companies Act 1985

Company Limited by Guarantee and not having a share capital. (Company Number 5352679). Incorporated under the Companies Acts 1985 & 1989 on 4th February 2005.

**Articles of Association of:
Nottingham and Nottinghamshire Refugee Forum (company number 5352679)**

The Company's original *Articles of Association* were revised at the Extraordinary General Meeting, held on the 1st December 2022.

Please note:

This document contains the full, up-to-date text of the Company's *Articles of Association* following the ratification of a re-drafting of the *Articles of Association (2017)* at the Company's Extra-ordinary General Meeting, held on the 1st December 2022.

For the Company's *Memorandum of Association* please see the original documents regarding the Company's

incorporation. The Company's *Memorandum of Association* contains a number of provisions (for instance defining the Company's objects). None of these provisions have been changed in any way and they all remain in force as set out in the original *Memorandum of Association*.

We, the undersigned, hereby confirm that:

- (1) this document contains the full, up-to-date text of the Company's *Articles of Association*, revised at the Company's Extra-ordinary General Meeting, held on the 1st December 2022
- (2) the provisions detailed in the Company's *Memorandum of Association* remain unchanged.

Signature:



Name: Jennie Fleming, Position in Company – Chair of the Board of Trustee

Signature:



Name: Helen O'Nions

Position in Company – Vice-Chair of Board of Trustees

Date: 1/12/2022

Interpretation

1. The provisions of the schedule to these articles shall apply with respect to the interpretation of and definitions of terms used in these articles.

Objects

2. The charity's objects are to promote any charitable purpose directed to meet the needs of the refugees and asylum seekers in Nottingham or Nottinghamshire, which may include working with partner organisations in the wider geographical area.

Powers

3. To promote its objects but not for any other purpose the charity will have the following powers:
 - (1) to raise funds but not by means of taxable tradition and in accordance with relevant statutory regulations;
 - (2) to commission, publish and disseminate research and to make educational and vocational provision in furtherance of our objects;
 - (3) to support other charities and community organisations engaged in similar work that is compatible with our objects;
 - (4) to cooperate and develop relationships with government departments, statutory and voluntary organisations that are supportive to our objects;
 - (5) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (6) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity in compliance with sections 117 and 122 of the Charities Act 2011;
 - (7) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
 - (8) to receive and manage donations, endowments, legacies and sponsorship fees in line with our objects.
- 3.1 the income and property of the charity shall be applied solely towards the promotion of the objects.

Benefits to members and trustees

4. Subject to the provisions of articles 4.1 and 4.2, the income and property of the charity shall be applied solely towards the promotion of its objects set out in these articles. No part shall be paid or transferred directly or indirectly to members of the charity for any

services given to the charity, with the exception of reasonable travelling and other out of pocket expenses properly incurred in carrying out the duties of any member or officer of the charity.

- 4.1 no member of the trustee board and no connected person shall acquire any interest in property belonging to the charity (otherwise than as a trustee for the charity) or receive remuneration or be interested in any way (otherwise than as a member of the trustee board) in any contract entered into by the charity. This does not exclude:
- 4.1.1 the payment of reasonable out of pocket expenses incurred on behalf of the charity;
 - 4.1.2 the payment of fees or the giving of other benefits to any company of which a trustee is also a member holding not more than 1/100th part of the capital;
 - 4.1.3 interest at a reasonable rate on money lent to the charity;
 - 4.1.4 a reasonable rent or hiring fee for property or equipment let or hired to the charity;
 - 4.1.5 reasonable and proper remuneration to any connected person (as defined in article 4.1.1) for any services (and goods connected with those services) supplied to the charity (excluding the service of acting as trustee and services performed under a contract of employment with the charity) provided that:
 - (a) the procedure described in these articles concerning conflicts of interest must be followed by the relevant trustee in relation to any decisions regarding such connected person; and
 - (b) this provision may not apply to more than half of the trustees in any financial year (and for these purposes such provisions shall be treated as applying to a trustee if they apply to a person who is a connected person in relation to that trustee).
- 4.2 for the purpose of article 4, "trustee" includes any connected person and "connected person" means the spouse, civil partner, child, step-child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a trustee which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a trustee and includes a trustee of any trust the beneficiaries of which include a connected person.

Limited liability

5. The liability of the members is limited.
- 5.1 every member of the charity undertakes to contribute such amount as may be required, not exceeding £10, to the charity's assets if it should be wound up while they are a member or within one year after they cease to be a member:-
 - 5.1.1 for the payment of the charity's debts and liabilities contracted before they ceased to be a member;
 - 5.1.2 for the costs, charges and expenses of winding up; and

- 5.1.3 for the adjustment among themselves of the rights of persons who have contributed to the charity's assets.

Membership

6. In addition to the subscribers to the memorandum the charity may admit into membership individuals (over the age of 16 years) who are interested in furthering the work of the charity.
7. The trustee board may establish criteria, in a written policy, for membership and make regulations governing the admission of members, but such criteria will apply irrespective of gender, sexuality, race, disability, nationality or religion, subject to restrictions prescribed by statute.
8. The trustee board can vote, with good reason and in accordance with the membership policy, to end the membership of any individual with a two thirds majority. The individual can appeal against this, by making representations to the trustee board (and may be accompanied by one other person for this purpose) before a final decision is made.
9. The charity shall maintain a register of members recording the name and address of every member and the dates on which they became and ceased to be a member.
10. Membership cannot be transferred to anyone else and ceases automatically if the member:
 - 10.1 dies; or
 - 10.2 fails to attend two successive annual general meetings in person without notifying to the charity of thier intention to remain a member;
 - 10.3 resigns.

Participation group

11. The trustees may establish a group made up of trustees, staff, volunteers, donors, partners and/or service users, which may participate and consult with matters under consideration of the board of trustees.
 - 11.1 members from the participation group may attend trustee meetings at the invitation of the trustees. The overriding purpose of the participation group is to assist the board of trustees with the promotion of the objects of the charity.
 - 11.2 the membership of the participation group is to be managed at the discretion of the trustees, who may delegate this decision as considered appropriate.

Annual General Meeting

12. The charity shall hold an Annual General Meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the trustees decide.

Other general meetings

13. The trustees may call a General Meeting at any time. The trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. If the trustees do not call a general meeting having received such a requisition, the requisitioners may call a general meeting in accordance with the Companies Acts.

Length of notice

14. Annual General Meetings and General Meetings shall be called by giving at least one month's written notice.

Contents of notice

15. Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the office and the general nature of the business to be transacted. In the case of an Annual General Meeting, the notice shall specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of notice

16. Notice of General Meetings shall be given to every member and to the trustees.

Public notice

17. At least seven clear days' public notice of every Annual General Meeting shall be given by placing a clearly visible notice in a place of work operated by the charity and/or in a prominent place in the local area.
18. Anyone over the age of 16 who is interested in furthering the work of the charity, may attend and (with the consent of the chair) speak at the Annual General Meeting but only members of the charity shall be entitled to vote.

Proceedings at General Meetings (including Annual General Meetings)

19. No business shall be transacted at any General Meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, or ten percent of the total membership, whichever is the lesser, shall be a quorum.
20. If such a quorum is not present within half an hour from the time appointed for the meeting, 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 decide and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person shall be a quorum.
21. The chair of the trustee board, shall be the chair of each General Meeting. In his or her absence, the vice chair of the trustee board (if any) or the patron (if any) shall take the chair and if none is in attendance the persons present, before any other business is transacted, shall appoint a chair of the meeting.
22. The chair of the meeting 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 the adjournment not taken place.
23. 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.
24. 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 Companies Acts, a poll may be demanded:
 - 24.1 by the chair of the meeting;
 - 24.2 by at least two members having the right to vote at the meeting; or
 - 24.3 by any member or members representing at least 10% of the total voting rights of all the members entitled to vote on the resolution.
25. Unless a poll is duly demanded a declaration by the chair of the meeting 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.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not

being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

29. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
30. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting.

Votes of members

31. On a show of hands every person present and entitled to vote shall have one vote. A period of three months must have passed before a new member is entitled to vote. On a poll every member present in person and entitled to vote shall have one vote. Votes on membership of the board of trustees and officers at an Annual General Meeting shall, where contested, be by secret ballot. Any vote may be conducted by secret ballot if at least two trustees demand.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
33. No member may vote on any matter in which they are personally interested, pecuniarily or otherwise, or debate on such a matter, without the permission of the majority of members present at the meeting. Such permission is to be given or withheld without discussion.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.
35. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and binding.

Appointment, removal and disqualification of trustees

36. The first trustees shall be those persons notified to the registrar of companies as the first directors of the charity.
37. The maximum number of trustees shall be fourteen and the minimum shall be six, being either:
 - 37.1 elected at the annual general meeting (there being no more than twelve such elected trustees in total), and who shall hold office from the conclusion of that meeting; or

- 37.2 co-opted by the trustee board provided that on appointment the total number of co-opted trustees does not exceed one third of the total number of trustees.
38. Each appointment of a co-opted trustee shall be made at a meeting of the trustee board and shall take effect immediately unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.
39. Other than at the first three Annual General Meetings following incorporation, all elected trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected. In exceptional circumstances, and only where such a decision is considered and discussed in an annual report, a trustee may continue for an additional term, which may only be extended again subsequently by following the same process described in this section. Where a trustee has recently become an officer of the Board this may be considered an exceptional circumstance justifying an additional term of office.
40. All co-opted trustees shall retire from office at the third annual general meeting following the meeting of the trustee board at which they were appointed but may then be elected or re-appointed.
41. At each of the first three Annual General Meetings following incorporation one third of the first trustees shall retire in rotation but may be re-elected. Any member may only nominate one person to stand for election as a trustee, although to stand as a trustee, that person must have received two nominations. Staff members are not eligible to nominate trustees.
42. No person shall be elected or re-elected as a trustee at any General Meeting unless, at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice from a member qualified to vote at the meeting has been given to the charity of the intention to propose that person for election or re-election stating the particulars which would, if they were so elected or re-elected, be required to be included in the charity's register of trustees, together with notice signifying that person's willingness to be elected or re-elected.
43. At least seven but not more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all 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 or her at the meeting for election or re-election as a trustee. The notice shall give the particulars of that person which would, if they were so elected or re-elected, be required to be included in the charity's register of trustees.
44. The trustee board may make regulations concerning the election of trustees such that it shall not be necessary to vote separately on the election of each trustee but instead the trustees may be elected by ballot.
45. Subject to the above articles, a trustee who retires at an Annual General Meeting may, if willing to act, be re-elected. If they are not re-elected, they shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.
46. No person may be appointed as a trustee if:
 - 46.1 under the age of 16 years; or

- 46.2 they are a paid worker employed by the charity;
 - 46.3 unless they are a member of the charity; or
 - 46.4 in circumstances such that, had they already been a trustee, they would have been disqualified from acting under the provisions of these articles.
47. The trustees may appoint a person who is willing to act as a co-opted trustee, provided that the appointment does not cause the number of trustees to exceed fourteen.
48. The remaining members of the trustee board may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the trustee board until the next Annual General Meeting. A casual vacancy in the office of a representative member may be filled by the organisation that s/he represented (provided that such person is acceptable to the trustee board).
49. The office of a trustee shall be vacated if they:
- 49.1 are disqualified from acting as a member of the trustee board by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 49.2 become incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
 - 49.3 are absent without the permission of the trustee board from two consecutive meetings or from 50% of the meetings in one calendar year, and the trustee board resolves that her/his office be vacated;
 - 49.4 notify to the trustee board a wish to resign by giving at least one month's notice in writing to the charity stating the date on which the resignation is to take effect (but only if at least three members of the trustee board will remain in office when the notice of resignation is to take effect);
 - 49.5 cease to be a member or duly appointed representative of a member organisation of the charity; or if
 - 49.6 at a meeting of the trustees at which at least half of the trustees are present, a resolution is passed that they be removed from office.
 - 49.7 Such a resolution shall not be passed unless the trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the trustees.

Powers of trustees

50. Subject to the provisions of the Companies Acts and the articles, the business of the charity shall be managed by the trustees who may exercise all the powers of the charity. No alteration of the articles shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the trustees by the articles

and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

Regulations

51. The trustees may make, repeal or alter regulations as to the management of the charity and its affairs, as to the duties of any officers or employees of the charity, as to the conduct of business by the trustees or any committee or at any general meeting and as to any of the matters within the powers or under the control of the trustees provided that such regulations shall not be inconsistent with the articles.

Delegation of trustees' powers

52. The trustees may appoint any person to be the agent of the charity for such purposes and on such conditions as they determine.
53. The trustees may delegate any of their functions and duties to any committee of individuals comprising at least two trustees or the implementation of any of their resolutions and day-to-day management of the affairs of the charity to any person or committee in accordance with the conditions set out in the articles.

Delegations to committees

54. In the case of delegation of functions and duties to committees:
 - 54.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on any committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 54.2 the deliberations of any such committee shall be reported regularly to the trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the trustees;
 - 54.3 all delegations under this article shall be revocable at any time;
 - 54.4 the trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 54.5 no committee shall incur expenditure on behalf of the charity except in accordance with a budget which has been approved by the trustees.
55. The meetings and proceedings of any committee shall be governed by the provisions of the articles regulating the meetings and proceedings of the trustees so far as the same are applicable and are not superseded by any regulations made by the trustees.

Delegations of management powers

56. In the case of delegation of the day-to-day management of the charity to a chief executive or other manager or managers, as outlined in the charity's delegated authority document:
 - 56.1 the delegated power shall be to manage the charity by implementing the policy and strategy adopted and within a budget approved by the trustees and, if applicable, to advise the trustees in relation to such policy, strategy and budget;
 - 56.2 the trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 56.3 the manager shall report regularly to the trustees on the activities undertaken and (where those activities involve managing the charity generally) provide them regularly with management accounts sufficient to explain the financial position of the charity.

Officers

57. The trustee board shall elect from its number a chair (if none has been appointed by the members of the charity), and a treasurer and may elect one of its number to be vice chair. The trustees may remove from that office any person appointed to an office under this article. If the chair is absent from any meeting, the vice chair (if any) shall preside. Otherwise, the members present shall, before any other business is done, choose one of their number to preside at the meeting.
58. The trustee board may appoint such other officers or staff as it considers necessary. The trustee board shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of the charity. Such persons shall not be trustees and will have no right to vote at meetings.

Proceedings of trustees

59. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit.
60. A representative from among the charity's paid staff and a representative from among the charity's volunteer workers may be invited to attend all meetings of the trustee board, and shall have the right to speak but shall not have the right to vote. The trustee board may require any such person to withdraw from the meeting.
61. The trustee board shall hold at least six meetings in each year. A meeting of the trustee board may be called at any time by the chair or by any three trustees upon at least seven clear days' notice being given to the other trustees. A meeting of the trustee board may be called by shorter notice if the circumstances require a meeting to be convened urgently. The notice shall specify the date, time and place of the meeting and any special matters to be discussed.

62. The quorum for trustee board meetings shall be at least one third of the members of the trustee board, or three members of the trustee board, whichever number is greater.
63. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
64. The continuing trustees or a sole continuing trustee may act despite any vacancies in their number but, if there are fewer than three trustees, they may act for the purpose of increasing the number of trustees to that number or of summoning a general meeting of the charity but for no other purpose.
65. All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee shall, even if 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.
66. A resolution in writing signed by at least seventy five percent of the trustees or committee members entitled to vote on the matter shall be as valid and effectual as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held and may consist of several documents in the like form each signed by one or more trustees or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
67. A resolution which is approved by email in accordance with this article shall be as valid and effectual as if it had been passed at a trustees' meeting duly convened and held, provided the following conditions are complied with:
 - 67.1 such a resolution must be approved by email by at least seventy-five percent of the trustees entitled to vote on the matter;
 - 67.2 approval must be received by such person as the trustees shall have nominated in advance for that purpose ("the recipient"), which person may, for the avoidance of doubt, be one of the trustees;
 - 67.3 approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the charity as intended for use by that trustee for the purpose;
 - 67.4 following receipt of sufficient responses on any resolution, the recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this article.
 - 67.5. The date of a resolution shall be the date of the email from the recipient confirming formal approval.
68. A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.

Conflicts of interest

69. Whenever a trustee finds themselves in a situation that is reasonably likely to give rise to a conflict of interest, they must declare their interest to the trustees unless, or except to the extent that, the other trustees are or ought reasonably to be aware of it already.
70. Whenever a matter is to be discussed at a meeting or decided in accordance with articles 72 and 73 and a trustee has a conflict of interest in respect of that matter then they must:
 - 70.1 remain only for such part of the meeting as in the view of the other trustees is necessary to inform the debate;
 - 70.2 not be counted in the quorum for that part of the meeting; and
 - 70.3 withdraw during the vote and have no vote on the matter.
71. If any question arises as to whether a trustee has a conflict of interest, the question shall be decided by a majority decision of the other trustees.

Trustees' power to authorise a conflict of interest

72. The trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
 - 72.1 any matter which would otherwise result in a trustee infringing his or her duty to avoid a situation in which they have a conflict of interest; and
 - 72.2 the manner in which a conflict of interest arising out of any trustee's office, employment or position may be dealt with.
 - 72.3 Nothing in this article 72 shall have the effect of allowing the trustees to authorise a benefit that is not permitted in accordance with article 4.
73. If a matter, or office, employment or position, has been authorised by the trustees in accordance with article 72 then the trustee may absent himself or herself from meetings of the trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
74. A trustee shall not be accountable to the charity for any benefit which they derive from any matter, or from any office, employment or position, which has been authorised by the trustees in accordance with article 72 (subject to any limits or conditions to which such approval was subject).
75. When a trustee has a conflict of interest which they have declared to the trustees, they shall not be in breach of their duties to the charity by withholding confidential information from the charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Bank accounts

76. The funds of the charity, including all donations, contributions and bequests shall be

paid into an account operated by the trustee board in the name of the charity at such bank as the trustee board shall from time to time decide.

Minutes

77. The trustees shall ensure minutes are made in books kept for the purpose or electronically (and may appoint a minute secretary for this purpose):-
- 77.1 of all appointments of officers made by the charity; and
 - 77.2 of all proceedings at meetings of the charity and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting;
 - 77.3 and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

Accounts and reports

78. The members may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the charity may be inspected by the members; but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Annual return

79. The trustee board shall comply with their 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 which must be sent to the charity commission.

Annual report

80. The trustee board shall comply with their 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 which must be sent to the charity commission.

Accounts

81. The trustee board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:
- 81.1 the keeping of accounting records for the charity;
 - 81.2 the preparation of annual statements of account for the charity;

- 81.3 the auditing or independent examination of the statements of account of the charity;
- 81.4 the transmission of the statements of account of the charity to the charity commission.

Communications by and to the charity

- 82. The following provisions shall apply to communications by and to the charity:
 - 82.1 a document or information (including any notice) to be given, sent or supplied by or to any person pursuant to the articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the charity) by making it available on a website;
 - 82.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
 - 82.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have agreed in accordance with the Companies Acts.
- 83. Without prejudice to the provisions of the Companies Acts, any document or information (including any notice) sent to a member pursuant to the articles may (as appropriate) be sent to the address as shown in the charity's register of members (or in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.
- 84. Any document to be served on the charity or by any member on any officer of the charity under the articles may only be served:
 - 84.1 in the case of documents in hard copy form, by sending or delivering them to the office or delivering them personally to the officer in question; and
 - 84.2 in the case of documents in electronic form, by sending them by electronic means:
 - 84.2.1 to an address notified to the members for that purpose; and
 - 84.2.2 from an address previously notified to the charity by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
- 85. A member present in person or by proxy at any meeting of the charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 86. In relation to documents or information sent or supplied in accordance with the articles:
 - 86.1 where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the

envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;

86.2 where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed;

86.3 where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-

(a) the material is first made available on the website; or

(b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

87. If any document or information has been sent or supplied by electronic means and the sender becomes aware of a failure in delivery (and subsequent attempts to send or supply such documents or information by electronic means also result in failure in delivery) the sender shall either:

87.1 send or supply a hard copy of such document to the intended recipient; or

87.2 (where applicable) give notice to such recipient in hard copy form of the availability of the documents or information on a website in accordance with the Companies Acts.

Indemnity

88. To the extent permitted by the Companies Acts:

88.1 without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee of the charity shall be indemnified out of the assets of the charity in relation to any liability incurred by him or her in that capacity; and

88.2 every other officer of the charity may be indemnified out of the assets of the charity in relation to any liability incurred by him or her in that capacity.

Amendment

89. The articles may be amended in accordance with the Companies Acts and the Charities Act 1993 (or any statutory re-enactment or modification of those acts).

Dissolution

90. If any property remains after the charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the members of the charity. It shall instead be given or transferred to some other institution

or institutions established for exclusively charitable purposes having similar objects to those of the charity. The institution or institutions which are to benefit may be chosen by the members of the charity or, subject to any such resolution of the members, by resolution of the trustees at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the charity must be sent to the charity commission.

Exclusion of model articles

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

Schedule

Interpretation

Term	Meaning
“address”	Includes a number or address used for the purposes of sending or receiving documents and information by electronic means
“articles”	These articles of association of the charity
“clear days”	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect and for the avoidance of doubt clear days include weekends and public holidays
“charity”	Nottingham and Nottinghamshire Refugee Forum
“companies acts”	Has the meaning given to it in section 2 of the Companies Act 2006
“conflict of interest”	Any direct or indirect interest of a trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the charity
“electronic form” and “electronic means”	Have the meanings respectively ascribed to them in the Companies Act 2006
“hard copy” and “hard copy form”	Have the meanings respectively ascribed to them in the Companies Act 2006
“memorandum”	The memorandum of association of the charity
“member”	Individuals, including where appropriate staff and volunteers, who make an investment in the activities in the charity and are admitted into the membership according with the membership policy directed by the trustees and who have opted in to the membership
“office”	The registered office of the charity
“trustee and trustees”	The director and directors as defined in the Companies Acts

Unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the companies acts, but excluding any statutory modification not in force when the articles became binding on the charity.