

Company limited by guarantee

**MEMORANDUM OF ASSOCIATION OF  
African Voices Forum (AVF)**

**1. NAME**

The name of the Charity is AFRICAN VOICES FORUM (AVF).

**2. REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales.

**3. VISION**

Vision  
One Voice and Strength to our Membership

**4. MISSION**

Building the Capacity of our membership through representation and support

**5. PRINCIPLES AND BELIEFS**

The African Voices Forum mission is informed by the following beliefs:

- 5.1 In the power of community development as a process which gives people confidence and skills to exercise greater power in their everyday lives
- 5.2 In working in partnership with other organisations that share similar beliefs in order to maximise resources and influence
- 5.3 That properly constituted community organisations can help empower individuals and make them contribute towards a cohesive and vibrant society
- 5.4 That racial, religious and cultural diversity adds value to our society, and that everyone has the right to equality of opportunity
- 5.5 In the unique role of the African and African-Caribbean community sector as part of the broader voluntary and community sector

## 6 OBJECTS

- 6.1 To provide support services, including advice and capacity building, to African and African-Caribbean national community associations and/or organisations, as well as other community interest organisations working to empower African and African-Caribbean communities.
- 6.2 To authoritatively represent the forum's constituency and to speak out locally, regionally, nationally, and internationally particularly at EU and African Union levels, and promote the millennium development goals for Africa, in pursuit of its Vision and Mission.
- 6.3 To set up a virtual data base of African and African-Caribbean Experts, as well as a resource base of African arts and culture, which can be tapped into by members of the forum, and other organisations and institutions specialising in education, research and policy, entertainment, environment, community development etc.
- 6.4 Promote Africa in the curriculum in schools, as well as in further and higher educational institutions, especially by tapping into the pool of African and African-Caribbean experts.
- 6.5 To develop the forum's organisational structure and procedures, ensure its sustainability, maximise accountability, and foster partnership and cohesion among its members and with other groups, to best meet its other strategic objectives.

## 7. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 7.1 To promote or carry out research.
- 7.2 To provide advice.
- 7.3 To make grants or loans of money and to give guarantees
- 7.4 To provide training.
- 7.5 To publish or distribute information in any form
- 7.6 To co-operate and enter into partnerships, joint ventures and other arrangements with other bodies
- 7.7 To support, administer or set up other charities
- 7.8 To raise funds (but not by means of **taxable trading**).
- 7.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).

- 7.10 To acquire or hire property of any kind
- 7.11 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 7.12 To make grants or loans of money and to give guarantees
- 7.13 To set aside funds for special purposes or as reserves against future expenditure
- 7.14 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification)
- 7.15 To delegate the management of investments to a financial expert, but only on terms that:
  - 1. The investment policy is set down **in writing** for the financial expert by the Trustees;
- 7.16 Every transaction is reported promptly to the Trustees;
- 7.17 The performance of the investments is reviewed regularly with the Trustees;
- 7.18 The trustees are entitled to cancel the delegation arrangement at any time;
- 7.19 The investment policy and the delegation arrangement are reviewed at least once a **year**;
- 7.20 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 7.21 The financial expert must not do anything outside the powers of the Trustees.
- 7.22 To arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 7.23 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required

- 7.24 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 7.25 To pay for **indemnity insurance** for the Trustees
- 7.26 To employ paid or unpaid agents, staff or advisers, sometimes hired from among the trustees
- 7.27 To enter into contracts to provide services to or on behalf of other bodies.
- 7.28 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 7.29 To pay the costs of forming the Charity.
- 7.30 To do anything else within the law which promotes or helps to promote the Objects

## **8.0 Membership**

**8.1 Full Membership** – Open to any UK based African-led and African-Caribbean-led organisations. Full member organisations are entitled to vote at meetings and shall be acquired by payment of a one-off registration fee and annual subscriptions as stimulated by the Board of Trustees.

**8.2 Associate Membership** – Open to any UK-based organisation or voluntary sector agency working for the advancement of African and African-Caribbean communities in the UK. Associate member organisations are obliged only to pay a one-off registration fee as stipulated by the Board of Trustees.

**8.3 Honorary Membership** – Open to organisations and voluntary sector agencies who may not be directly working for the advancement of African and African-Caribbean communities in the UK, but share similar concerns of global justice and African initiatives Honorary member organisations are obliged to pay one-off registration fee as stipulated by the Board of Trustees and may be approached to make voluntary monetary contributions.

## **8.4 Patron**

**8.5** This can be conferred on individuals who by virtue of their status and or standing in the community are able and willing to use their influence to advance the interest of the African Voices Forum. The right to appoint Patrons shall be vested in the Board of Trustees.

## 9.0 BENEFITS TO MEMBERS AND TRUSTEES

- 9.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** but:
- 9.2 Members may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
- 9.3 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
- 9.4 Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
- 9.5.1 Individual members who are not Trustees but (including who are also **beneficiaries**) may receive charitable benefits in that capacity.
- 9.5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:

Reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

A reasonable rent or hiring fee for property let or hired to Charity;

An indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defense to criminal proceedings);

Payment to any company in which a Trustee has no more than a 1 per cent shareholding; and

In exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)

- 9.6 A Trustee may not be an employee of the Charity, but a Trustee or a **connected person** may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

The goods or services are actually required by the charity

The nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 7.21; and

No more than two of the Trustees are interested in such a contract in any **financial year**.

- 9.7 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, they must:

Declare an interest before the meeting or at the meeting before discussion begins on the matter;

Be absent from the meeting for that item unless expressly invited to remain in order to provide information;

Not be counted in the quorum for that part of the meeting; and be absent during the vote and have no vote on the matter

## 10.0 **BENEFITS OF MEMBERSHIP OF THE FORUM**

African Voices Forum provides the following for its members:

- Clear information tailored to their needs.
- Dedicated specialist support to appropriate levels
- Local, regional and national network linking African community associations and similar organisations across England, Wales and Scotland.
- Up-to-date information on government policies and new and existing legislation and regulations affecting the creation and running of community organisations.
- A channel through which to lobby local and national governments and effectively represent the interests of African community organisations in current policy debates.

AVF supports its members and other community organisations directly through:

- Information sheets and a quarterly magazine and other publications;
- Specialist development work to promote good practice
- Encouraging new initiatives
- AGM for members and others concerned with community engagement;
- Training for members as appropriate
- Regular briefings as appropriate to member organisations
- More focused development projects

African Voices Forum advocates for its members, and the wider community sector, by

- Undertaking research
- Examining new legislation and regulation, and monitoring the impact of what already exists
- Contributing to social policy debate
- Promoting public awareness
- Acting in a consultative capacity to Local and Central Government

#### 11. **LIMITED LIABILITY**

- The liability of members is limited.

#### 12. **GUARANTEE**

- Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.

#### 13. **DISSOLUTION**

- If at any time members at a general meeting decide to dissolve the Charity, the Trustees will remain in office as charity trustees and will be responsible for the orderly winding up of the Charity's affairs.
- If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
  - By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - Directly for the Objects or for charitable purposes which are within or similar to the Objects;
  - In such other manner consistent with charitable status as the Commission approve in writing in advance.
- A final report and statement of account must be sent to the Commission.

#### 14. **INTERPRETATION**

- Words and expressions defined in the **Articles** have the same meanings in the **Memorandum**.

- References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- References to AFRICAN VOICES FORUM are taken to mean a network of African and African-Caribbean Community associations and/or organisations
- References to African community organisations are taken to mean African and African-Caribbean Community associations or organisations

**We wish to be formed into a company under this Memorandum of Association:**

## **NAMES & ADDRESSES OF SUBSCRIBERS**

### **SUBSCRIBERS' SIGNATURES**

### **SIGNATURE**

Name . Forward Maisokwadzo. (Chairperson)  
 Address 49 Lichfield Road.  
 Bristol. BS4 4BJ

Name . Peninah Achieng-Kindberg (Secretary General)  
 Address 62 Wootton Road  
 Bristol. BS4 4AL

Name . David Gbao (Assistant Secretary General)  
 Address 224 Filton Avenue.  
 Bristol. BS7 OAZ

Name . Buba Touray (Treasurer)  
 Address 42 Alma Vale Road  
 Clifton  
 Bristol. BS8 2HS

Name . Dr Kekura Sesay  
 Address Flat 71 Spencer House  
 Mede Close  
 Bristol. BS1 6RN

Name . Abu Sheriff



Address 97-107 Ujima House  
Bristol. BS2 8EQ

Name . Suda Kyalambuka  
Address 62a Hallstone Drive  
St Pauls  
Bristol. BS3 9JN

Name David Dravie John  
Address 23 Campbell Street  
Bristol. BS2 8QN

Name Simon Bright  
Address Hamilton House  
Bristol. BS1 3QY

Witness to the above signatures

Name Sarif Rowe Taylor

Address 96 Bristol Road

.Quedgeley

Gloucester.

GL12 4NA

Occupation Retired Civil Servant

Signature SARIF ROWE-TAYLOR

Companies Acts 2006

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## ARTICLES OF ASSOCIATION OF

### AFRICAN VOICES FORUM (AVF)

#### 1. MEMBERSHIP

- The Charity must maintain a register of **member organisations**  
To become member organizations must:
- Apply by completing membership forms and paying registration fees and an annual subscription to the Charity in the form required by the **Trustees**;
- Membership must be approved by the Trustees
- The Trustees may establish different classes of membership (including **informal membership**), prescribe their respective privileges and duties and set the amounts of any subscriptions:
- Full membership of the African Voices Forum (AVF) is open to all African and African-Caribbean community
- Associations/organisations based in the UK and internationally.
- Full member organisations have the right to attend, speak and vote at General Meetings and to nominate a representative to stand for election to the Board of Trustees or Management Committee. Membership fees will be set by the Board of Trustees.
- Associate membership is open to organisations and voluntary agencies working with African and African-Caribbean Communities in the UK and EU countries. They can nominate one of the four co-opted members to the Management Committee. Associate member organisations are only obliged to pay an annual subscription and no registration fee which varies according to their annual turn-over
- Supporting membership is open to organisations and voluntary agencies who are not directly working with African and African-Caribbean communities in the UK and internationally but similar share concerns of global justice and African alternatives. Supporting members only obliged to pay an annual subscription and no registration fee which varies according to their annual turn-over

- 1.2. Only full members are eligible to vote and have one vote.
- 1.3 Membership is terminated if the member concerned:
- gives **written** notice of resignation to the Charity;
  - ceases to exist;
  - is more than six **months** in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
  - is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice.
  - Membership of the Charity is not transferable.
  - A member whose subscription is six months in arrears ceases to be a member but may be re-instated on payment of the amount due.
  - The Trustees must keep a register of **member organisations**.

## 2. GENERAL MEETINGS

- 2.1 Member organisations are entitled to attend general meetings by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of authorised representatives personally present is at least 15 members.
- 2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the **Articles** or the **Companies Act**, every important policy decision is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.

- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 2.7 Except at first, The Charity must hold an **AGM** in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 2.8 At an AGM the members:
- 2.8.1 receive the accounts of the Charity for the previous **financial year**;
  - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM;
  - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
  - 2.8.4 elect Trustees to fill the vacancies arising;
  - 2.8.5 elect a Chairperson among Trustees to hold office from the end of the AGM until the end of the next AGM;
  - 2.8.6 appoint auditors or independent examiner for the Charity;
  - 2.8.7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
  - 2.8.8 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.9 Any general meeting which is not an AGM is an **EGM**.
- 2.9.1 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least five members.

### 3. THE TRUSTEES

- 3.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of at least three and not more than fifteen individuals, all of whom must be authorised representatives of African and African-Caribbean Community associations or/and Organisations.

- 3.3 The trustees consist of:
- 3.4 the Chairman elected for one year on a rotational basis from the various regions of the African continent with the African-Caribbean bloc in the Diaspora constituting one such region
- 3.5 Up to eleven elected Trustees including a Vice Chair, Secretary General, Treasurer, and internal auditor
- 3.6 Up to four co-opted Trustees nominated mostly from associate or supporting member organisations by resolution of the Trustees to hold office until the next AGM.
- 3.7 The subscribers to the **Memorandum** are the first Trustees.
- 3.8 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.9 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.10 A retiring Trustee who remains qualified may be reappointed for a maximum of three consecutive terms of office.
- 3.11 Retiring Trustee is entitled on written request to an indemnity from the continuing Trustees at the expense of the Charity in respect of any liabilities properly incurred while he or she held office.

A Trustee's term of office automatically terminates if he or she:

- 3.12 Is disqualified under the Charities Act from acting as a charity trustee;
- 3.13 Is incapable, whether mentally or physically, of managing his or her own affairs;
- 3.14 Is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- Ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
  - Resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);

- Is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views; or
- The Trustees may at any time co-opt any individual from associate and supporting member organisations who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **4.0 Election and co-option of Trustees**

- a) The total number of trustees to be elected and co-opted shall be no less than 5 and no more than 15.
- b) Elections at the AGM shall be managed by an independent body specifically appointed by the Board in advance but subject to the approval of the AGM.
- c) Only representatives of Full member organisations are entitled to vote and to be voted for as trustees at AGMs.
- d) Trustees shall be elected by the AGM or co-opted thereafter.
- e) The AGM can elect up to but not more than 10 trustees.
- f) Candidate must belong to a group with full membership and is up-to-date with payments of subscription and membership fee.
- g) Trustees shall be elected by an electoral college comprising two representatives from each member organisation with voting right. A voting organisation with only one representative at the AGM shall be entitled to all the votes allocated to the group which shall be used by the group's representative.
- h) Candidates shall be nominated for only one of three groups:
  - i. Community theme-based organisations
  - ii. National/Country-based organisations
  - iii. Business-based organisations
- i) Each voting organisation shall be entitled to 3 votes per representative and each vote to be cast for candidates from each of the three membership categories.

- j) A voting representative shall not cast more than one vote per membership category.
- k) Election of trustees shall be based on a proportional system of representation from the three membership categories
- l) Where there is more than one candidate from the same country in a group category, only the one with the highest vote may be elected. This means that no more than one nationality shall be elected from each category of organisations.
- m) The elected trustees may co-opt no more than 5 additional people as trustees for the purpose of bringing additional expertise to the Board or to ensure greater balance in composition of the board.

### **Officers and voting rights**

- a) The Officers of the Board shall comprise:
  - Chairperson
  - Vice Chairpersons (Personnel)
  - Vice Chairperson (Finance)
  - Secretary General
  - Assistant Secretary General
  - Treasurer
  - Internal Auditor
- b) A co-opted trustee shall only be entitled to serve as an assistant officer.
- c) The Chairperson shall be elected to serve two consecutive years and shall step down at the next AGM.
- d) In electing the Chairperson, Trustees should ensure that no one national group dominates the position but as far as possible every national group represented on the Board of Trustees should be given an opportunity to serve as Chairperson.
- e) All trustees whether elected or co-opted shall be entitled to the same voting rights.
- f) The body of officers shall comprise no more than two individuals from the same nationality.

### **Officers and voting rights**

- The Officers of the Board shall comprise:
- Chairperson
  - Vice Chairpersons (Personnel)
  - Vice Chairperson (Finance)
  - Secretary General
  - Assistant Secretary General

- Treasurer
- Internal Auditor

A co-opted trustee shall only be entitled to serve as an assistant officer.

The Chairperson shall be elected to serve two consecutive years and shall step down and the next AGM.

In electing the Chairperson, Trustees should ensure that no one national group dominate the position but as far as possible every national group represented on the Board of Trustees should be given an opportunity to serve as Chairperson.

All trustees whether elected or co-opted shall be entitled to the same voting rights.

The body of officers shall comprise no more than two individuals from the same nationality.

## **5. TRUSTEES' PROCEEDINGS**

- The Trustees must hold at least three meetings each year.
- A quorum at a meeting of the Trustees is three Trustees.
- A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **6. TRUSTEES' POWERS**

The Trustees have the following powers in the administration of the Charity:



- To appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- To appoint a Chairman, Vice Chair, Treasurer, internal auditor and other honorary officers from among their number.
- To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.
- To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- To establish procedures to assist the resolution of disputes or differences within the Charity.
- To exercise any powers of the Charity which are not reserved to a general meeting.

## 7.0 RECORDS AND ACCOUNTS

- The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
  - Annual returns;
  - Annual reports; and
  - Annual statements of account.
- The Trustees must keep proper records of:
  - All proceedings at general meetings;
  - All proceedings at meetings of the Trustees;
  - All reports of committees; and

- All professional advice obtained.
- Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## 8. **NOTICES**

- Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in area of benefit or any journal or newspaper distributed by the Charity.
- The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.
- Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
  - (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - (2) two clear days after being sent by first class post to that address;
  - (3) three clear days after being sent by second class or overseas post to that address;
  - (4) on the date of publication of a newspaper containing the notice;
  - (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
  - (6) as soon as the member acknowledges actual receipt.
- A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 9. **AMENDMENTS**

- The charity in a general meeting has the power to alter, add to or repeal, the rules or bye-laws

## 10. **DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

## 11 **INTERPRETATION**

In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘area of benefit’ means United Kingdom;

‘the Articles’ means the Charity’s articles of association;

‘authorised representative’ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

‘beneficiaries’ means African Community organisations in the UK and Europe

‘Chairman’ means the chairman of the Trustees;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Act 1993;

‘charity trustee’ has the meaning prescribed by section 97(1) of the Charities Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commissioners for England and Wales;

‘the Companies Act’ means the Companies Act 1985;

‘connected person’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘co-opted Trustees’ means those Trustees who are appointed by the Trustees in accordance with clause 3.3.3

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘EGM’ means an extraordinary general meeting of the Charity;

‘elected Trustees’ means those Trustees who are elected at the AGM;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘informal membership’ refers to a supporter who may be called a ‘member’ but is not a company member of the Charity.

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to company membership of the Charity;

‘Memorandum’ means the Charity’s Memorandum of Association;

‘month’ means calendar month;

‘the Objects’ means the Objects of the Charity as defined in clause 3 of the Memorandum;

‘Secretary General’ means the company secretary of the Charity;

‘taxable trading’ means 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;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors.

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

- 11.1 Expressions defined in the Companies Act have the same meaning.
- 11.2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.