

# COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## Articles of Association of The Griffins Society

1. The name of the Company (hereinafter called 'the society') is 'The Griffins Society'

### Interpretation

2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the society's articles of association;

'the society' means the company intended to be regulated by the articles;

'clear days' in relation to the period of notice means a period excluding:

- The day that 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;

'the Commission' means the Charity Commission for England and Wales;

'Companies Act' means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as they apply to the society;

'the trustees' means the trustees of the charity and the directors of the company. The trustees/directors are charity trustees as defined by section 177 of the Charities Act 2011 and directors of the company as defined by the Companies Act 2006. Trustees/directors shall be referred to as trustees within this document.

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

‘secretary’ means any person appointed to perform the duties of the secretary of the society;

‘treasurer’ means any person appointed to perform the duties of the treasurer of the society;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the society.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of trustees**

3. The liability of the trustees is limited to a sum not exceeding £1 (one pound), being that each trustee undertakes to contribute to the assets of the society in the event of its being wound up while he or she is a trustee or within one year after he or she ceases to be a trustee, for:
  - (1) payment of the society’s debts and liabilities incurred before he or she ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories amongst themselves.

### **Objects**

4. The society’s objects (‘Objects’) are specifically restricted to the following:

#### **Object 1:**

To promote the rehabilitation and relief in need of women and girls who offend and those at risk of offending (hereinafter referred to as 'women who offend')

**Object 2:**

To advance the education of the public in the subject of women who offend.

**Object 3:**

To commission or conduct research into the effectiveness of measures for the treatment of women who offend and to publish the results of such research.

**Powers**

5. The society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the society has power:
  - (1) to raise funds. In doing so, the society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (2) to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the society. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
  - (4) To borrow money and to charge the whole or any part of the property belonging to the society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The society must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
  - (5) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (6) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (7) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

- (8) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) To employ and remunerate such staff as are necessary for carrying out the work of the society. The society may employ or remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) To:
  - a. Deposit or invest funds;
  - b. Employ a professional fund manager; and
  - c. Arrange for the investments or other property of the society to be held in the name of a nominee;

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the society the costs of forming and registering the society as a company and as a charity.

#### **Application of income and property**

- 6. (1) The income and property of the society shall be applied solely towards the promotion of its Objects.
- (2) (a) A trustee is entitled to be reimbursed from the property of the society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the society.
- (b) A trustee may benefit from trustee indemnity insurance cover purchased at the society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A trustee may receive an indemnity from the society in the circumstances specified in article 36.
- (d) A trustee may not receive any other benefit or payment unless it is authorised by article 7.

- (3) Subject to article 7, none of the income or property of the society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the society. This does not prevent a member who is not also a trustee receiving:
- (a) a benefit from the society in the capacity of a beneficiary of the society;
  - (b) reasonable and proper remuneration for any goods or services supplied to the society.

### **Benefits and payments to charity trustees and connected persons**

#### **7. (1) General Provisions**

No trustee or connected person may:

- (a) buy any goods or services from the society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the society;
- (c) be employed by, or receive any remuneration from, the society;
- (d) receive any other financial benefit from the society;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court of the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting trustees' or connected persons' benefits**

- (2) (a) A trustee or connected person may receive a benefit from the society in the capacity of a beneficiary of the society provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a trustee or connected person may provide the society with goods that are not

supplied in connection with services provided to the society by the trustee or connected person.

- (d) A trustee or connected person may receive interest on money lent to the society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the society. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person take part in the normal trading and fundraising activities of the society on the same terms as members of the public.

#### **Payment for supply of goods only – controls**

- (3) The society and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the society or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the society.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other trustees are satisfied that it is in the best interests of the society to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the society.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the trustees in the minute book.
  - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised under this article.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'society' includes any company in which the society:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (ii) has the right to appoint one or more trustees to the board of the company.
  - (b) 'connected person' includes any person within the definition in article 40 'Interpretation'.

#### **Declaration of trustees' interests**

8. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the society or in any transaction or arrangement entered into by the society that has not previously been declared. A trustee must absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the society and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of interests and conflicts of loyalties**

9. (1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
  - (c) the unconflicted trustees consider it is in the interests of the society to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

### **Members of the society**

10. (1) The following persons and none others shall be members of the Society: the duly appointed trustees of the society.

### **Trustees**

11. (1) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 16.
- (2) The minimum number of trustees shall be 5, but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of 9.
- (a) Trustees shall be appointed in the first instance for a term of three years and may seek continued service as a trustee for two further terms of three years to a maximum consecutive term of nine years (subject to article 16), whereupon they must resign as a trustee of the society.
  - (3) The first trustees shall be those persons notified to Companies House as the first trustees of the society.
  - (4) A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

### **Powers of trustees**

12. (1) The trustees shall manage the business of the society and may exercise all the powers of the society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.



- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees (subject to article 17).
- (4) With the agreement of the Charity Commission, the society may change the name of the charity, provided three-quarters of the trustees agree to do so.

## **The Board**

13. (1) Until otherwise determined by a General Meeting, the business of the society shall be conducted by a Board who may exercise all such powers of the society and do on behalf of the society all such acts as may be exercised and done by the society and as are not by statute or by the Articles required to be exercised or done by the society in General Meeting but subject to any regulations of these articles.
- (2) Membership of the Board shall consist of:
  - (a) The trustees of the society,
    - (i) In accordance with article 11(2), there will be a minimum of 5 trustees,and
  - (b) Such persons co-opted and approved of by the trustees to serve as advisors to the society in pursuit of its Objects
    - (i) Such coopted advisors are entitled to attend and speak at meetings of the board and to attend and speak at General Meetings of the society, but shall not be entitled to vote at such meetings.
- (3) Any trustee may request the chair to call a meeting of the Board of trustees.
- (4) The board may appoint a trustee as secretary if it so chooses to perform the duties of secretary.
- (5) The board may appoint a trustee as treasurer if it so chooses to perform the duties of treasurer.

- (6) The secretary (if any) must call a meeting of the board of trustees if requested to do so by the Chair.
- (7) Questions arising at a meeting shall be decided by:
  - (a) a majority of votes, or
  - (b) any trustee may propose a higher proportion of the vote to be required (three-quarters).
- (8) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

#### **Quorum for Board meetings**

14. (1) At a board meeting, unless a quorum is present and participating, no proposal is to be voted on, except a proposal to call another meeting. ['Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.]
- (2) The quorum shall be four or the number nearest to two-thirds of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

#### **Appointment of trustees**

15. (1) The board has the power to appoint trustees appropriate to the pursuit of the Objects of the society and in accordance with article 13 subject to receipt of a signed declaration of eligibility from the person(s) proposed.

#### **Termination of trustee's appointment**

16. A trustee shall cease to hold office if he or she:
  - (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory reenactment or modification of those provisions);

- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a trustee by notice to the society; or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

### **Validity of trustees' decisions**

17. (1) Subject to sub clause (2) of this article all acts done by the board of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum;
- the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub clause (1) of this article does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for sub clause (1) of this article the resolution would have been void, or if the trustee has not complied with article 8.

### **Appointment of Chair of the Board of Trustees**

18. (1) The chair of the board shall be elected by the trustees from amongst the trustees of the society.
- (2) to be eligible for the role of chair, a trustee of the society must have served a minimum of one year as a trustee of the society prior to their election.

- (i) In circumstances where no trustee has served more than one year, the role of chair shall be decided by majority vote amongst the trustees.
- (3) The role of chair is for a maximum term of three years from the date of election, subject to annual re-election by the board, after which time they must step down as chair.
- (4) A trustee who has previously served for three years as chair may apply to the board to stand for up to three years in addition, to a maximum of six consecutive years as chair, and subject to annual re-election by the board.
- (5) The decision to allow the chair to stand for a second term of three years must be approved by a three-quarter decision of the board.

#### **Records of decisions to be kept**

- 19. The trustees must ensure that the society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the board.

#### **Trustees' discretion to make further rules**

- 20. Subject to the articles, the trustees may make any rule that they think fit about how they take decisions, and about how such rules are to be recorded or communicated to trustees.

#### **Delegation**

- 21. (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees, but the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and

promptly reported to the trustees.

### **Committees**

22. (1) Committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by trustees.
- (2) The trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### **General meetings**

23. (1) The society must hold its first annual general meeting within eighteen months after the date of its incorporation.
  - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
24. The board may call a general meeting at any time.

### **Notice of general meetings**

25. (1) The minimum periods of notice required to hold a general meeting of the society are:
    - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
    - (b) fourteen clear days for all other general meetings.
  - (2) A general meeting may be called by shorter notice if it is so agreed by the board (as stated in article 13)
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
  - (4) The notice must be given to all the trustees and auditors.
26. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the society.

## **Proceedings at general meetings**

27. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 4 (or three-quarters of the trustees, whichever is the higher) trustees present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
28. (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the trustees shall determine.
- (2) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
29. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the board of trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the trustees shall chair the meeting.

## **Remuneration of trustees**

30. The trustees must not be paid any remuneration unless it is authorised by article 7.

## **Minutes**

31. The trustees must keep minutes of all:
  - (1) appointments of officers made by the trustees;
  - (2) proceedings at meetings of the society;
  - (3) meetings of the trustees and committees of trustees including:
    - (a) the names of the trustees present at the meeting;

- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.

### **Accounts**

- 32. (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The trustees must keep accounting records as required by the Companies Act.

### **Annual Report and Return and Register of Charities**

- 33. (1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
  - (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

### **Means of communication to be used**

- 34. (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the society.
  - (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
35. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

### **Indemnity**

36. (1) The society shall indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a 'relevant trustee' means any trustee or former trustee of the society.

### **Rules**

37. (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the society.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the conduct of trustees of the society in relation to one another, and to the society's employees and volunteers;
  - (a) the setting aside of the whole or any part or parts of the society's premises at any particular time or times or for any particular purpose or purposes;
  - (c) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (d) generally, all such matters as are commonly the subject matter of company rules.
- (3) The society in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of trustees and the coopted advisors of the society.
- (5) The rules or bye laws shall be binding on all trustees of the society and their coopted advisors. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.



## **Disputes**

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

## **Dissolution**

39. (1) The trustees of the society may at any time before, and in expectation of, its dissolution resolve that any net assets of the society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the society be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) In no circumstances shall the net assets of the society be paid to or distributed among the trustees of the society or their coopted advisors and if no resolution in accordance with sub clause (1) of this article is passed by the trustees of the society the net assets of the society shall be applied for charitable purposes as directed by the Court or the Commission.

## **Interpretation**

40. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 17 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
  - (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
  - (4) an institution which is controlled –

- (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (a) by two or more persons falling within sub-clause 4(a), when taken together
- (5) A body corporate in which -
- (a) the trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
  - (c) Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

ENDS