

Memorandum and articles of association

The Fostering Network

The companies acts 1985 to 2006

Company limited by guarantee and not having a share capital

Incorporating amendments to Articles

February 1988

November 1990

November 1996

October 2006

November 2014

Amendments to memorandum & articles

November 2007

October 2008

October 2009

November 2011

Registered in England and Wales as a

Limited Company No. 1507277

The Fostering Network is a registered charity in

England and Wales 280852 and in Scotland SC039338

Memorandum of Association of the Fostering Network

1. The name of the company is “the Fostering Network” (formerly known as the National Foster Care Association)
2. The registered office of the Fostering Network shall be situate in England
3. The objects for which the Fostering Network is established are:-
 - a) To relieve by such means as are charitable children the aged and persons suffering from mental or physical disability who by reason of their circumstances have need of foster or substitute care
 - b) To promote and organise co-operation in achieving the improvement of the quality of service given to children and others in care and to that end bring together in the Fostering Network foster carers representatives of the authorities and organisations engaged in advancing foster care and relieving distress of children and others in care and to assist their work. In furtherance of these objects but not otherwise:-
 - i. to encourage suitable persons to become foster carers
 - ii. to co-operate with and assist the work of the statutory authorities and voluntary organisations engaged in advancing foster care and relieving distress of persons in need of care and to encourage foster carers such authorities and organisations to participate in the work of the Fostering Network
 - iii. to provide or assist in the provision of facilities for recreation or other leisure-time occupation in the interests of social welfare for the benefit of such persons as are specified in sub-clause A hereof who by reason or their youth age infirmity disablement poverty or social or economic circumstances have reason of such facilities so that their condition of life may thereby be improved

4. Powers

The Fostering Network may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- a) to employ staff or engage consultants and advisers on such terms as the trustee board thinks fit and to provide pensions to staff, their relatives and dependants;
- b) to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

- c) to provide accommodation for consultants, advisers, staff and voluntary workers whilst they provide services to the Fostering Network on such terms as the trustee board decides (including rent free or at non-commercial rents);

Property

- d) to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- e) to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- f) to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to any restrictions in the Charities Act 1993);
- g) to provide accommodation for any other organisation on such terms as the trustee board decides (including rent free or at nominal or non-commercial rents);

Borrowing

- h) to borrow and give security for loans;
- i) Grants and Loans
- j) to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to any restrictions in the Charities Act 1993);

Fundraising

- k) to raise funds, to invite and receive contributions for the promotion of the Objects, save that (subject to Clause 3C (k)) the Fostering Network shall not engage in any substantial trading activities;

Trading

- l) to trade directly to further the Objects or so as to be ancillary or incidental to furthering the Objects or otherwise to the extent permitted by law;

Publicity

- m) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Fostering Network and other organisations operating in similar fields;
- n) to promote or carry out research and publish the results of it;

Contracts

- o) to co-operate with and enter into contracts with any person;

Bank or building society accounts

- p) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Fostering Network;

Reserves and Investments

- q) to:
 - i. deposit or invest funds;
 - ii. employ a professional fund-manager; and
 - iii. arrange for the investments or other property of the Fostering Network 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;

Insurance

- r) to insure the assets of the Fostering Network to such amount and on such terms as the board decides, to pay premiums out of income or capital and to use any insurance proceeds as the trustee board decides (without necessarily having to restore the asset);
- s) to indemnify:
 - a) its employees, and voluntary workers from and against all risks incurred in the proper performance of their duties; and
 - b) the trustees and officers of the Fostering Network who are not trustees from and against:
 - i. all risks incurred in the proper performance of their duties; and
 - ii. for negligence, default, breach of duty or breach of trust in relation to the Company in accordance with Article 27 of the Articles of Association of the Fostering Network;

- t) to provide:
 - a) insurance for its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
 - b) insurance to protect the Fostering Network and those who use premises owned by or let or hired to the Fostering Network; and/or
 - c) indemnity insurance to cover the liability of the trustees and officers of the Fostering Network who are not trustees:
 - i. for any liabilities arising out of or in the course of the proper performance of their duties;
 - ii. which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust which they may be guilty of in relation to the Fostering Network; or
 - iii. to make contribution to the assets of the Fostering Network in accordance with the provisions of section 214 of the Insolvency Act 1986;

Provided that:

- a) any such insurance in the case of (ii) above shall not extend to:
 - 1. any liability resulting from conduct which the trustees knew, or must be assumed to have known, was not in the best interests of the Fostering Network, or where the trustees did not care whether such conduct was in the best interests of the Fostering Network or not;
 - 2. any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or willful or reckless misconduct of the trustees; or
 - 3. any liability to pay a fine;
- b) any insurance in the case of (c)(iii) shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of the Fostering Network (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Fostering Network would avoid going into insolvent liquidation;

Other Organisations

- u) to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of the Objects or to carry on any other relevant charitable purposes;
- v) to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- w) to amalgamate with any charity which has objects similar to the Objects;
- x) to affiliate, register, subscribe to or join any organisation;
- y) to act as agent or trustee for any organisation; and

General

- u) to do anything else within the law which promotes or helps to promote the Objects.
5. **The income and property** of the Fostering Network shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to member of the Fostering Network and no trustee shall be appointed to any office of the Fostering Network paid by salary or fees to receive any remuneration or other benefit in money or money's worth from the Fostering Network provided that nothing herein shall prevent any payment in good faith by the Fostering Network:-
- A. of reasonable and proper remuneration to any Member officer or servant of the Fostering Network not being a trustee for any services rendered to the Fostering Network
 - B. of interest on money lent by any Member of the Fostering Network or trustee at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by The Bank of England or three per cent whichever is the greater;
 - C. of reasonable and proper rent for premises demised or let by any Member of the Fostering Network or trustee;
 - D. of fees remuneration or other benefits in money or money's worth to a company of which a trustee may be a member holding not more than 1/100th part of the capital of that company;
 - E. to any trustee of out-of-pocket expenses;

- F. the grant of a benefit to a Member who is a Beneficiary;
 - G. the benefit of indemnity insurance for the trustees under sub-clause 3C(s)c of this Memorandum (subject to the limitations set out therein); or
 - H. an indemnity for the trustees in respect of any liabilities properly incurred in running the Fostering Network within the terms of Article 27.
6. **The liability of the member is limited.**
7. **Every member** of the Fostering Network undertakes to contribute to the assets of the Fostering Network in the event of the same being wound-up while he is a Member or within one year after he ceased to be a Member for the payment of debts and liabilities of the Fostering Network contracted before he ceases to be a Member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 (ONE POUND)
8. **If upon** the winding-up or dissolution of the Fostering Network there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the member of the Fostering Network but shall be given or transferred to some other (charitable) institution or institutions having objects similar to the objects of the Fostering Network and which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Fostering Network under or by virtue of Clause 4 hereof such institution or institutions to be determined by the member of the Fostering Network at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object
9. **Throughout the** Memorandum and Articles of Association, 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provisions regarding the meaning of the word 'charitable' or the words 'charitable purposes' in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

We the two persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, addresses & description of subscribers

William Goodreid of
43 Palmerstone Road
Coventry, West Midlands
Credit Controller

and

Christopher Lakey of
11 Shellbourne Road
Stratford-on-Avon, Warwickshire
Deputy Head Master

Dated this 22nd day of March 1980

Witness to the above Signatures:-

S.C. Reeves
4 Mayfield Road,
Director, National Foster Care Association
Southam, Warwickshire

P.E. Verity
80 Belmont Park,
Resource Officer, National Foster Care Association
London SE13 5BN

The Companies Act 1985 to 2006, company limited by guarantee and not having a share capital

Articles of association

The Fostering Network

General

1. Definitions

(1) In these presents, unless the context otherwise requires, the words and phrases set out below shall have the meanings hereby assigned to them, that is to say:

"the Act" means the Companies Acts 1985 to 2006, as applicable;

"Affiliated Groups" means those bodies granted affiliation with the Fostering Network under Article 3(1);

"the Annual General Meeting" means the general meeting held in accordance with Article 6(1);

"Beneficiary" means a person who benefits from the Fostering Network's pursuance of its objects;

"charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provisions regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

"Honorary Officer" means any person elected or otherwise appointed to one of the offices specified in Article 11(1);

"in writing" means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

"Member" means those persons as defined in Article 2(3);

"month" means calendar month;

"the Office" means the registered office for the time being of the Fostering Network;

"Term of Office" means, in the case of a trustee, the term of office as prescribed by Article 12(1) and in the case of an Honorary Officer, the term of office as prescribed by Article 11(2);

"these presents" means these articles and the regulations of the Fostering Network from time to time in force;

"trustee" means a trustee from time to time of the Fostering Network as described in these articles. For the avoidance of doubt the trustees from time to time shall be the directors of the Fostering Network;

"trustee board" means the body of trustees specified in Article 10;

- (2) In these presents, unless the context otherwise requires, words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender.
- (3) Subject to the provisions of this Article and unless the context otherwise requires, any words or expressions defined in an Act of Parliament in force at the date on which these presents become binding on the Fostering Network shall bear the same meaning in these presents.
- (4) In these presents, except where otherwise indicated, a reference to a numbered Article is a reference to the Article of these presents so numbered, and a reference in an Article to a numbered paragraph or sub-paragraph is a reference to the paragraph or sub-paragraph of that Article so numbered.

Membership

2. Eligibility for membership

- (1) The number of member with which the Fostering Network proposes to be registered is unlimited.
- (2) The Fostering Network shall keep a register of member in accordance with the provisions of the Act and shall also keep a register of Affiliated Groups.
- (3) The member shall be;
 - a) the subscribers to the Memorandum of Association,
 - b) any person who, having made written application for membership (which shall be deemed to be a consent to accept membership) is duly elected an individual Member by the trustee board.
 - c) any incorporated body which, written application for membership (which shall be deemed to be a consent, to accept membership) having been made by an authorised officer of that body, is duly elected a corporate Member by the trustee board,
 - d) the appointed representatives of all Affiliated Groups, and

- e) any person whom the trustee board with the written consent of the person concerned shall elect to be an Honorary Member.
- (4) Applications for membership and affiliation shall be in such form as the trustee board may from time to time prescribe, and any such application shall be approved or rejected by the trustee board which shall not be bound or required to state the ground or reason for any such decision which shall be final and conclusive.
- (5) Any person or body elected to membership under Article 2(3)(b) or (c) shall not become a Member until the admission fee (if any) and subscription prescribed in accordance with Article 4 is paid.
- (6) A corporate body in membership of the Fostering Network under Article 2(3)(c) may by resolution of its directors or under the hand of one of its officers authorise a person to act as its representative at any meeting of the Fostering Network, and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that body could exercise if it were an individual Member of the Fostering Network.

3. **Affiliated Groups**

- (1) Subject to the provisions of this Article, the trustee board may grant affiliation to any group, organisation, institution or society (not being a corporate body) having objects similar to all or any of the objects of the Fostering Network on such terms as it shall think fit.
- (2) An Affiliated Group may nominate a representative to be a Member of the Fostering Network in accordance with Article 2(3)(d), such representative to remain a Member only while the group which he represents remains affiliated to the Fostering Network.
- (3) On any matter on which an individual or corporate Member is entitled to cast a vote the representative of an Affiliated Group with between 10 and 199 members for whom they have paid dues to the Fostering Network shall have one vote, and the representative of an Affiliated Group with between 200 and 299 members for whom they have paid dues to the Fostering Network shall have two votes plus an additional vote in respect of each complete 100 members in excess of 299.
- (4) For the purposes of this paragraph the number of members of an Affiliated Group is the number of members of the group as shown in the register of Affiliated Groups.

4. **Subscriptions**

The admission fee and annual subscription for individual and corporate member and Affiliated Groups shall be determined from time to time by the trustee board such subscriptions becoming due and payable on such date as shall from time to time be determined by the trustee board.

5. Termination of membership or affiliation

- (1) A Member may at any time resign membership of the Fostering Network, and an Affiliated Group may at any time terminate its affiliation to the Fostering Network, by written notice to the trustee board delivered to the Office.
- (2) A Member whose subscription is unpaid six months after becoming due shall be deemed to have resigned from membership and will cease forthwith to be a Member.
- (3) When membership has terminated in accordance with the preceding paragraph the former Member shall be eligible for re-admission to membership upon payment of all arrears of subscription and other monies (if any) due from him to the Fostering Network while a Member.
- (4) An individual's membership shall terminate if he dies.
- (5) The membership of a corporate Member or a nominee of an Affiliated Group shall terminate on the liquidation, administration, administrative receivership or dissolution of the organisation concerned.
- (6) Subject to the following paragraph, the trustee board may at any time by resolution passed by not less than three-quarters of the trustees present at the meeting which considers the question determine that any Member the continuance of whose membership will in their opinion be prejudicial to the interests of the Fostering Network shall cease to be a Member, and the Secretary shall notify him in writing to this effect.
- (7) No resolution shall be passed under the preceding paragraph unless the Member concerned has been given not less than 14 days' notice in writing of the meeting at which the resolution is to be considered, which notice shall inform the Member concerned of his right to make representations to the trustee board when it considers the matter, and to be assisted by a friend in making such representations.
- (8) Where a person's membership of the Fostering Network is terminated in accordance with paragraph (4) above, he shall remain liable for his subscription for the current year and for any arrears of subscription and any other monies due from him to the Fostering Network, and shall in no event be entitled to the return of his subscription or admission fee (if any) or any part thereof.
- (9) A person whose membership has been terminated as aforesaid shall not be eligible for re-admission as a Member unless otherwise determined by resolution of the trustee board passed by not less than three-quarters of the trustees present at the meeting which considers the question.

(10) Paragraphs (6) to (9) above apply to the withdrawal of affiliation from an Affiliated Group as if the group was a Member whose membership was to or had to be terminated.

General meetings

6. General meetings

- (1) The Fostering Network shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as the trustee board shall determine, and shall specify the meeting as such in the notice of meeting issued as required by paragraph (4) below.
- (2) Every Annual General Meeting shall be held not more than 18 months after the holding of the last preceding Annual General Meeting.
- (3) The trustee board may whenever it thinks fit convene a general meeting, and such a meeting shall also be convened on such requisition or in default by such requisitionists as provided by the Act.
- (4) At least 14 clear days' notice of every general meeting, specifying the place and time of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under these presents or under the Acts entitled to receive such notices, provided that a meeting which is not an Annual General Meeting may be convened by such notice as the member entitled to receive such notices, or such proportion thereof as is prescribed by the Act, may think fit.
- (5) The accidental omission to give notice as aforesaid to or the non-receipt of such a notice by any person entitled to receive notice of a meeting of the Fostering Network shall not invalidate any resolution passed or proceedings had at the meeting.

7. The proceedings at general meetings

- (1) All business transacted at a general meeting shall be considered special with the exception of:
 - a) the confirmation of the election of trustees;
 - b) the consideration of the income and expenditure accounts and balance sheets,
 - c) the consideration of the reports of the trustee board and of the Auditors, and
 - d) the appointment of and the fixing of the remuneration of the Auditors.

- (2) Save as herein provided, no business shall be conducted at any general meeting unless when the meeting proceeds to business there is present a quorum, which shall be the presence in person or by proxy of at least 25 member, of whom at least two must be present in person.
 - (3) If within half an hour after the time appointed for the holding of a general meeting a quorum is not present the meeting, if convened on the requisition of member, shall be dissolved, and in all other cases shall stand adjourned to the same day in the next week at the same time and place, or at some other time and place as the chair shall appoint, and if at such an adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the member present shall be a quorum.
 - (4) The chair of the Fostering Network shall preside as chair at every general meeting, but if the office is vacant or if at any meeting the chair is not present within fifteen minutes after the time appointed for holding the meeting or if he should be unwilling to preside the Vice chair of the Fostering Network shall preside.
 - (5) If, in the circumstances described in paragraph (4), the office of Vice chair is vacant or if the Vice chair is not present as aforesaid or is unwilling to preside the member present shall choose a trustee to preside; and if no such member is present or if all trustees present decline to preside, the member present shall choose one of their number to preside.
 - (6) The chair of any general meeting may with the consent of the meeting and shall if so directed by the meeting adjourn the meeting to such time and place as he may determine.
 - (7) No business may be transacted at any adjourned meeting other than the business which might have been transacted at the meeting at which the adjournment took place.
 - (8) member shall not be entitled to any notice of an adjournment nor of any business to be transacted at an adjourned meeting unless the adjournment is for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as of the original meeting.
8. **Voting at general meetings**
- (1) No person shall be entitled to vote on a resolution either in person or by proxy unless there has been paid every subscription due from him as an individual Member or which falls to be paid by the corporate Member or Affiliated Group of which he is a representative.
 - (2) Subject to the provisions of this Article, at all general meetings a resolution put to the vote of the meeting shall be decided by a show of hands of the member present.

- (3) 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 in the Minute Book of the Fostering Network to that effect, shall be conclusive evidence of the fact and of the number or proportion of the votes recorded in favour or against the resolution.
- (4) Before or on the declaration of the result of a show of hands a poll may be demanded by the chair of the meeting or by at least 5 member present in person or by proxy or by a Member or member present in person or by proxy and representing one-tenth of the total voting rights of all the member having the right to vote at the meeting, provided that a poll shall not be demanded on the election of a chair of a meeting nor on any question of adjournment.
- (5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (6) If a poll is demanded it shall be taken at such time and place and in such manner as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (7) Votes may be given on a poll either personally or by proxy or by post, and the chair of the meeting shall declare the tally of postal votes received.
- (8) 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.

9. **Proxy votes**

- (1) An instrument appointing a proxy shall be in the form set out in the appendix to these presents, or in a form as near thereto as circumstances will permit, and in the case of a corporate Member shall be under the seal of the corporation or under the hand of a duly authorised officer, and shall no longer be valid after the expiration of 12 months from the date of its execution.
- (2) An instrument appointing a proxy shall be deposited at the Office not less than 48 hours before the meeting or adjourned meeting at which it is to be used or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- (3) A proxy who is not otherwise entitled to attend the meeting shall be entitled to attend, speak and vote at the meeting only for the purposes for which he is appointed.

- (4) A vote given in accordance with the terms of the appointment of a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

10. The trustee board

The trustee board of the Fostering Network shall consist of a maximum of 9 elected trustees in accordance with the following provisions of this part, of which there will be at least one from each country of the UK, being England, Wales, Northern Ireland and Scotland. There will be a maximum of a further four co-opted places to be filled in accordance with the following provisions of this part. Trustees, whether appointed in accordance with article 12[2] or co-opted in accordance with article 12[5], shall have the right to vote and shall be eligible to serve as honorary officers.

11. Honorary officers

- (1) The honorary officers of the Fostering Network shall be the chair, Vice chair and Treasurer.
- (2) The honorary officers shall be nominated and elected by ballot by the trustee board from amongst their number. Subject to Article 11(3) the Term of Office for honorary officers will last from the point of their appointment as an Honorary Officer at the first board Meeting after an Annual General Meeting to the conclusion of the next following Annual General Meeting.
- (3) The trustee board may from time to time appoint from among its number a person to fill any vacancy caused by the death, resignation or removal from office of an Honorary Officer, who shall hold office until the conclusion of the next following Annual General Meeting.
- (4) An Honorary Officer holding the position of chair who has completed four consecutive Terms of Office as an Honorary Officer shall not be eligible for re-election to the position of chair until the Annual General Meeting next following the date on which such Honorary Officer's fourth consecutive Term of Office expires in accordance with Article 11(2).
- (5) An Honorary Officer holding the position of Vice chair who has completed four consecutive Terms of Office as an Honorary Officer shall not be eligible for re-election to the position of Vice-chair until the Annual General Meeting next following the date on which such Honorary Officer's fourth consecutive Term of Office expires in accordance with Article 11(2).

12. Member of the trustee board

- (1) Subject to Articles 12(2) and 12(6) and to the following sentence, the Term of Office for a trustee shall last from the conclusion of the Annual General Meeting at which such trustee was elected to the trustee board to the conclusion of the fifth following Annual General Meeting. The Board shall agree amended terms of office with regard to the current trustees in office as at 26th November 2014 with the aim of ensuring continuity but, at the same time, allowing for the reduction in the size of the Board to that required in Article 10 above.
- (2) The trustee board may from time to time appoint a person eligible for election to the trustee board to fill any vacancy caused by the death, resignation or removal from office of any trustee, who shall hold office until the conclusion of the next following Annual General Meeting.
- (3) At each Annual General Meeting every trustee who has completed one full Term of Office shall retire.
- (4) trustees shall be elected in accordance with Articles 13, 14 and 15 to fill vacancies which arise on the trustee board.
- (5) i) The trustee board may at any time co-opt up to a maximum of four people onto the board, this figure not to include those who have been appointed by the board to fill vacancies during the year in accordance with article 12[2]. Such persons shall hold office only until the end of the first or second Annual General Meeting following their co-option to the trustee board, according to the terms of their co-option.
 - ii. The Board must ensure that, at all times, using the co-opted places detailed in sub-article i) above, if trustees have not already been elected that fulfil the following requirements, there are the following included on the board:
 - a trustee from a local authority, employed in the placement of foster children to present the interests of local authorities;
 - a trustee from an Independent Fostering Agency (IFA) to present the interests of IFAs; and
 - a trustee with sufficient financial knowledge and experience to competently advise the board on these matters.
- (6) Elected trustees who have completed two consecutive Terms of Office shall be eligible for re-election only at the next following Annual General Meeting after his or her second consecutive Term of Office expires in accordance with Article 12(1).
- (7) The above article 12 shall apply with effect from 26th November 2014.

13. Eligibility for election to the trustee board

- (1) Any person who is an individual Member, a member of an Affiliated Group or an employee of a corporate Member shall be eligible for election to the trustee board and no other in accordance with Article 10 of these presents and shall at the outset declare the category under which they are willing to serve.
- (2) Any person who has been a paid employee of the Fostering Network during the preceding twelve months is not eligible to stand for election to the trustee board.

14. Eligibility to vote in elections

- (1) All persons being member in accordance with Article 2(3) and having a registered address within the United Kingdom as appearing in the register of member shall be entitled to vote.
- (2) All persons so entitled shall receive one vote except Affiliated Groups who shall receive a number of votes in accordance with paragraphs (3) and (4) of Article 3.
- (3) No person shall be entitled to vote unless there has been paid every subscription due from him as an individual Member or which falls to be paid by corporate Member or Affiliated Group of which he is a representative.

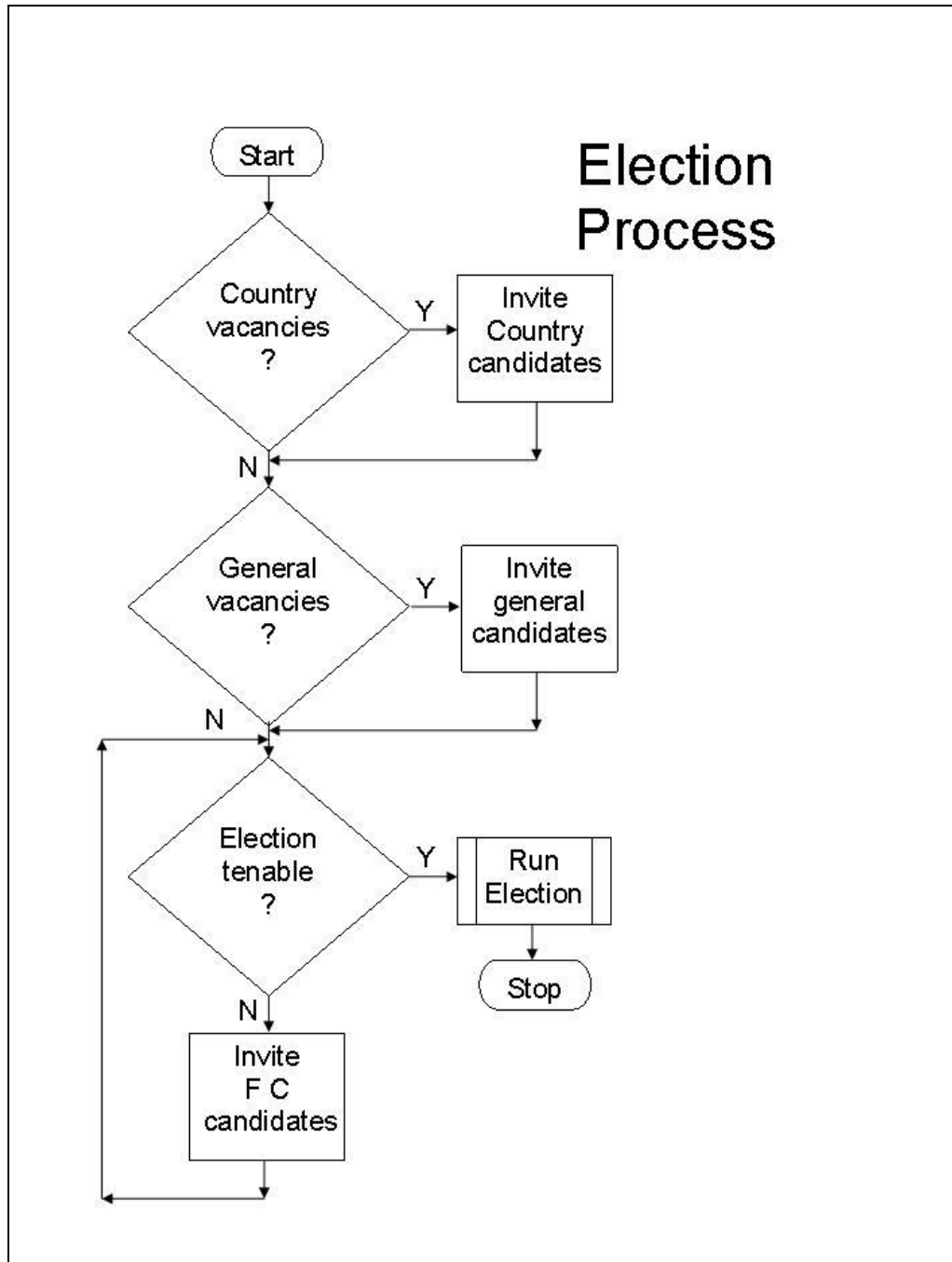
15. Conduct of elections

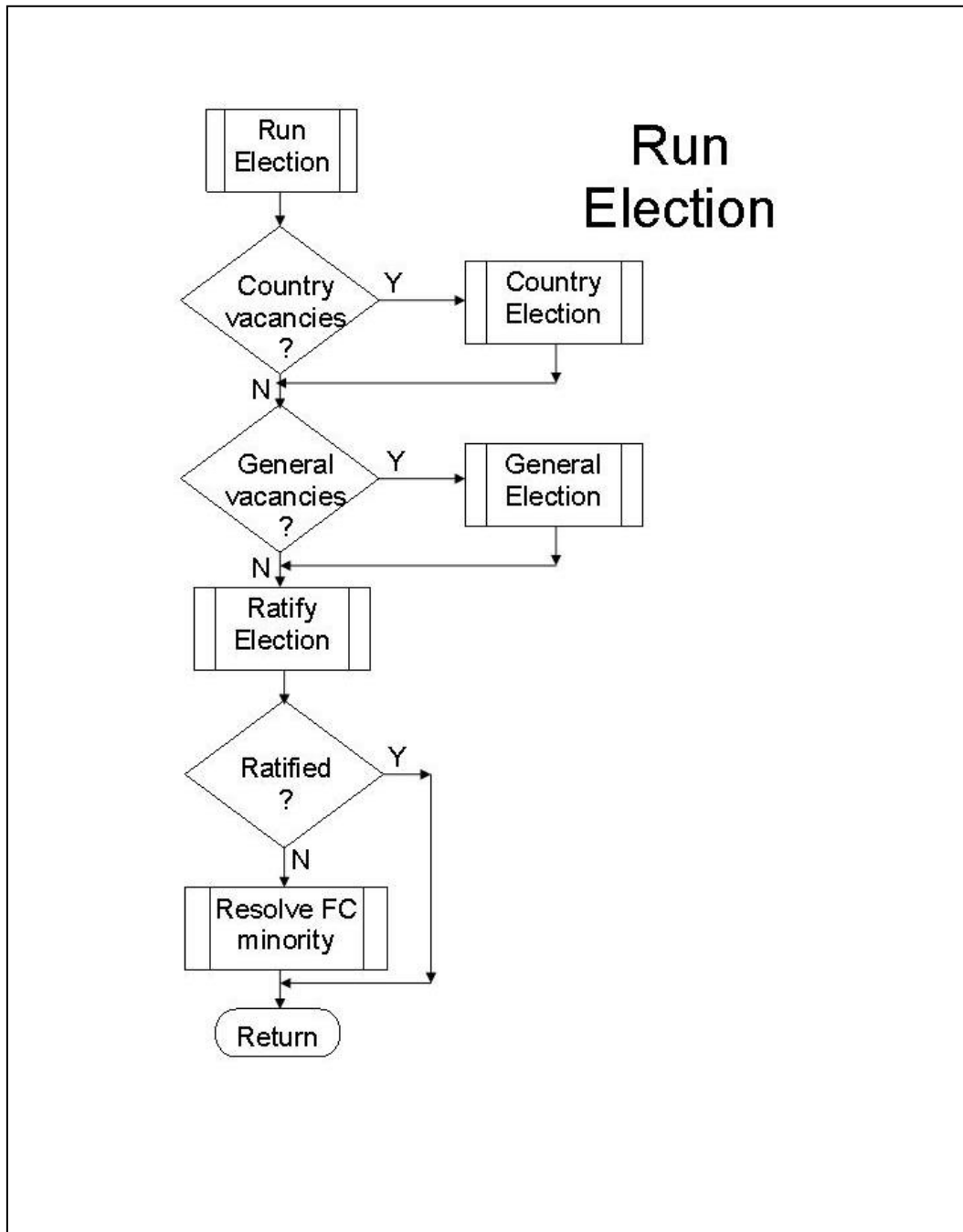
- (1) The elected trustees of the trustee board shall be elected by ballot of all members of the Fostering Network, held in accordance with the remaining provisions of this Article and the Standing Orders from time to time in force to regulate elections.
- (2) The results of such a ballot shall be confirmed at a general meeting of the Fostering Network (the confirmatory meeting), which shall be when the ballot has been held to elect trustees at the Annual General Meeting at the conclusion of which those persons elected are to take office.
- (3) A person retiring from the trustee board who is eligible for re-election may submit his own nomination for election to the position from which he has retired, which shall be deemed to be a declaration of willingness to act.
- (4) i)When there is a vacancy in the country concerned, there will be a separate country election for one post for each of England, Scotland, Northern Ireland and Wales, to be held at the same time as the election for trustees for the other posts annually. Where only one person is proposed as an elected trustee, that person will be declared elected and no ballot will be held.

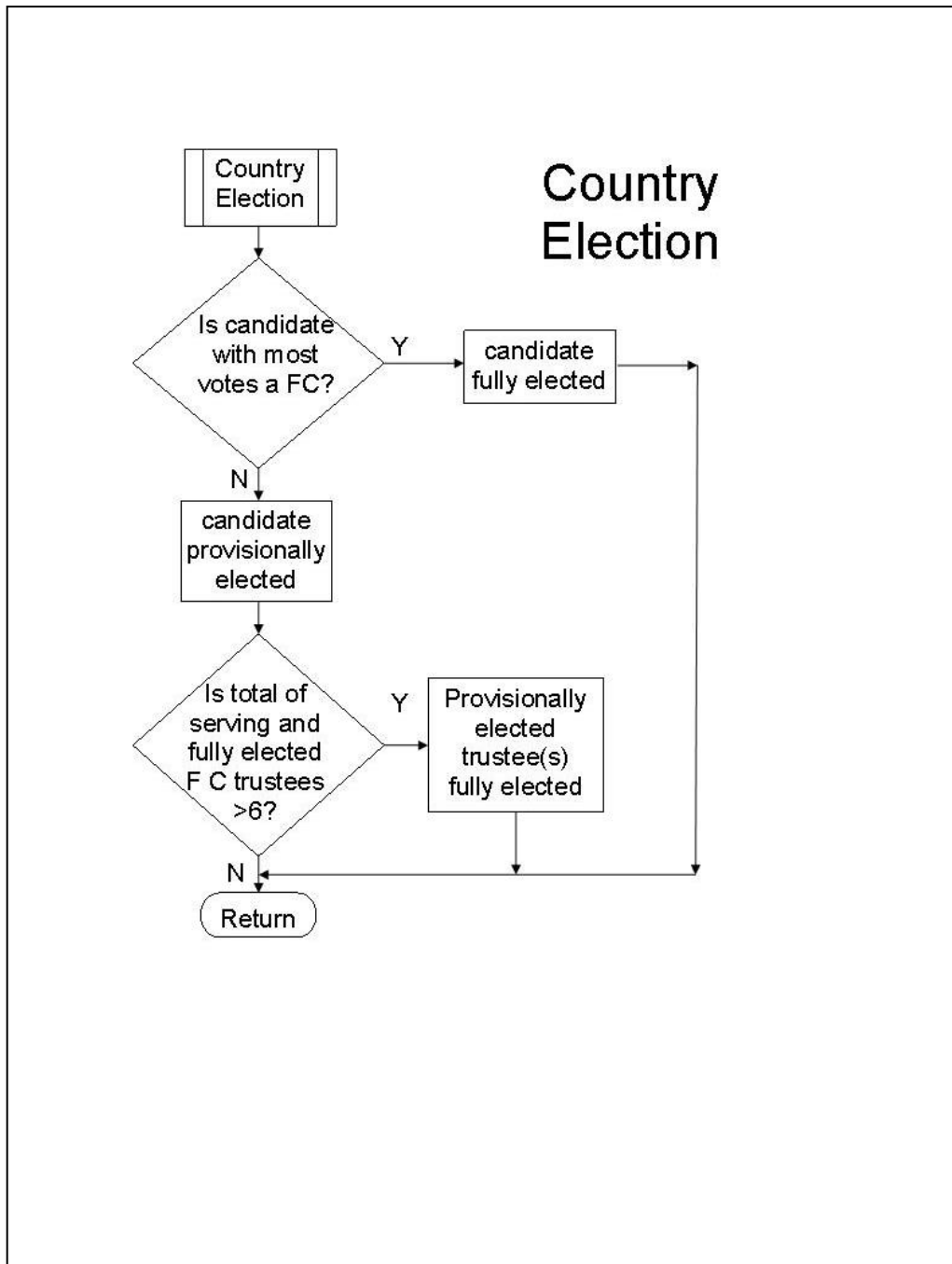
- ii. When there are general vacancies on the board, there will be an election to these posts. Where the number of persons proposed as elected trustees is less than or equal to the number of vacancies those people or, as the case may be, that person, shall be declared elected and no ballot will be held.

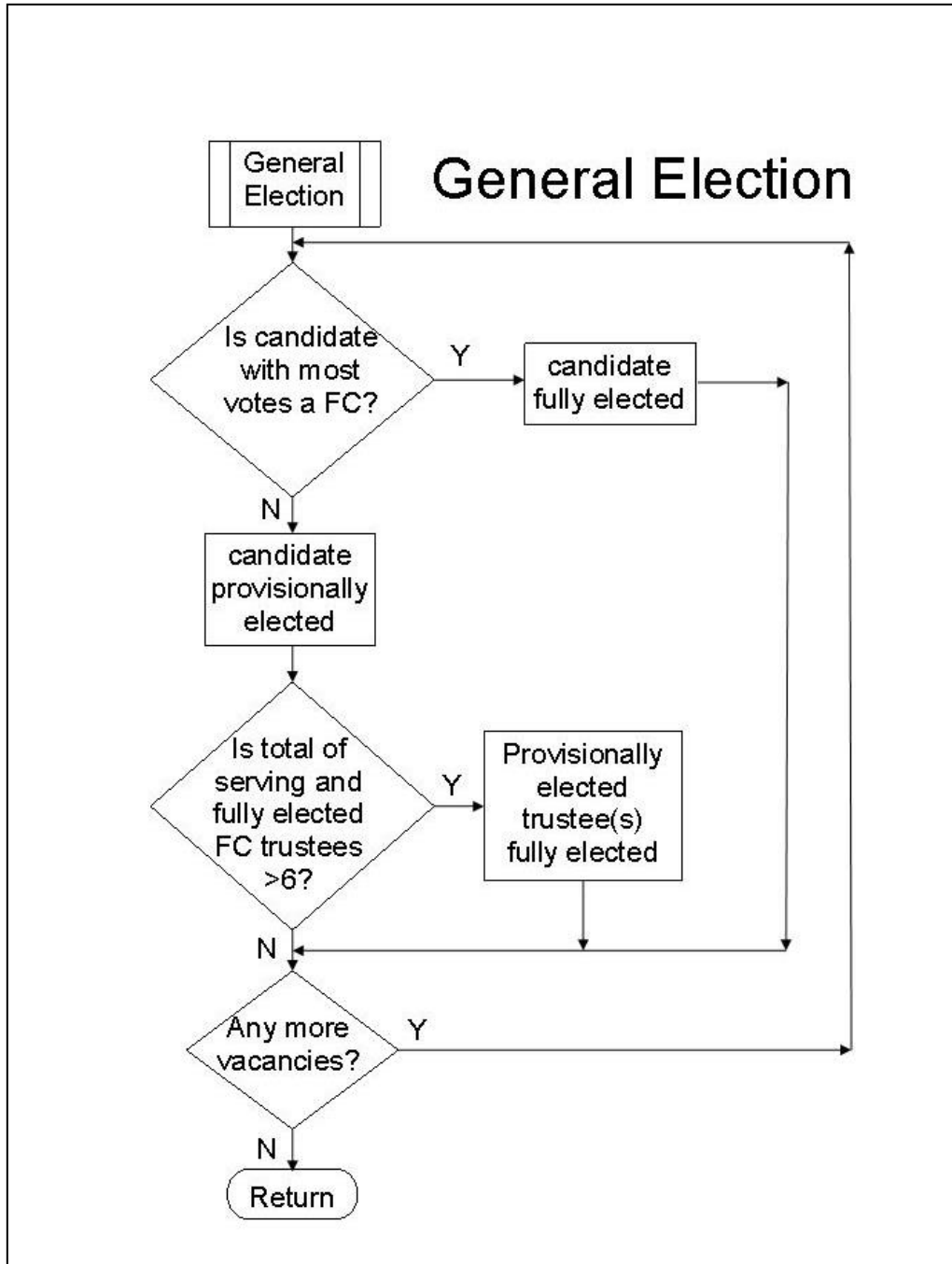
- iii. Before calling the election, taking into account the country elections, the Company Secretary shall determine whether there are sufficient current foster carers to ensure a valid election. The total of continuing current foster carer trustees plus the total number of foster carer candidates must be 7 or greater. If this is not the case, the election shall be declared untenable. The process of inviting candidates will be repeated until there are sufficient candidates to declare the election tenable.

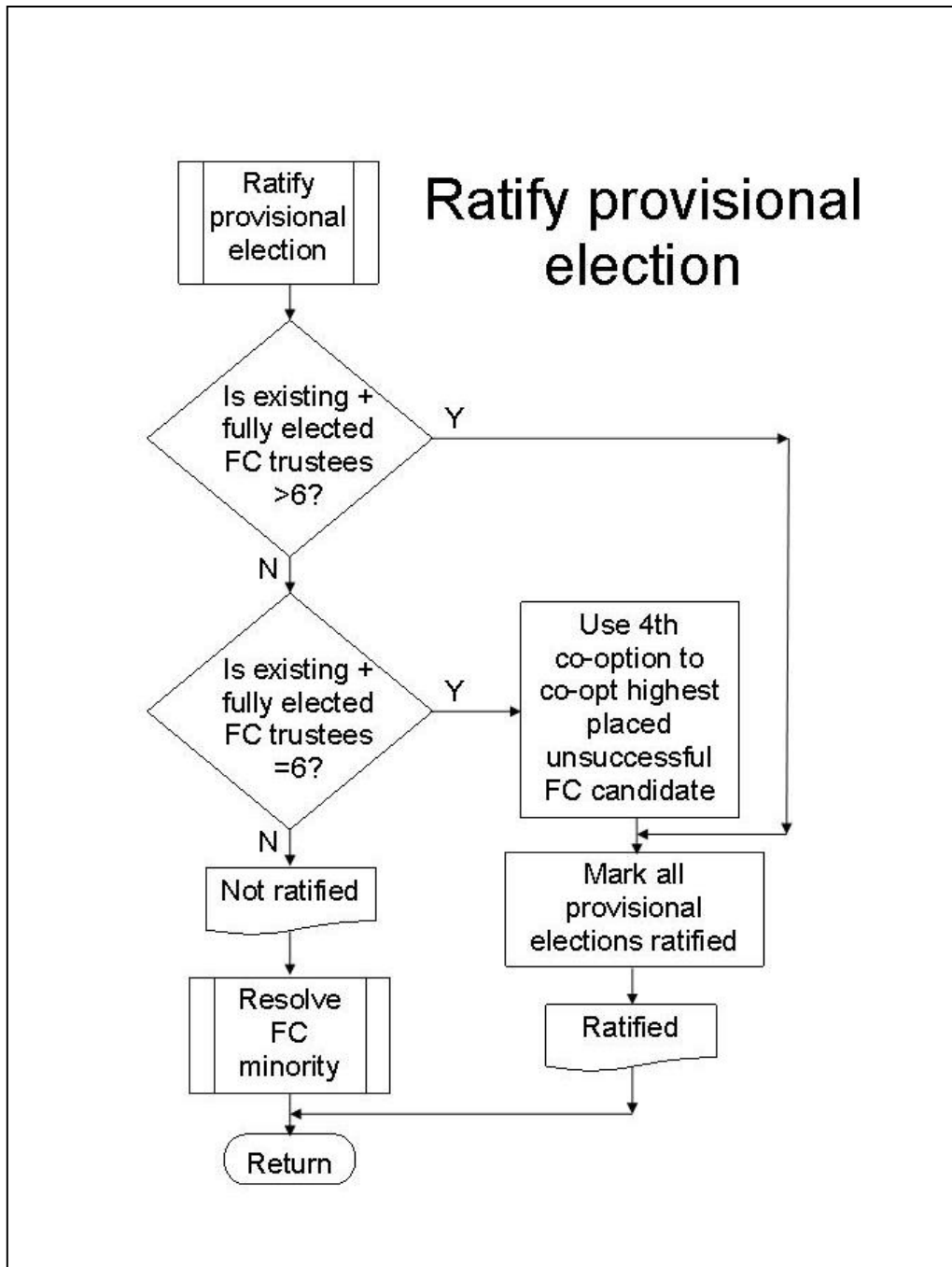
- iv. The following flow chart is to be followed with regard to the annual election process. This will ensure that any election will result in a minimum of 7 trustees who will be current foster carers at the time of their election and a maximum of 6 other persons involved in the child care/foster care partnership.

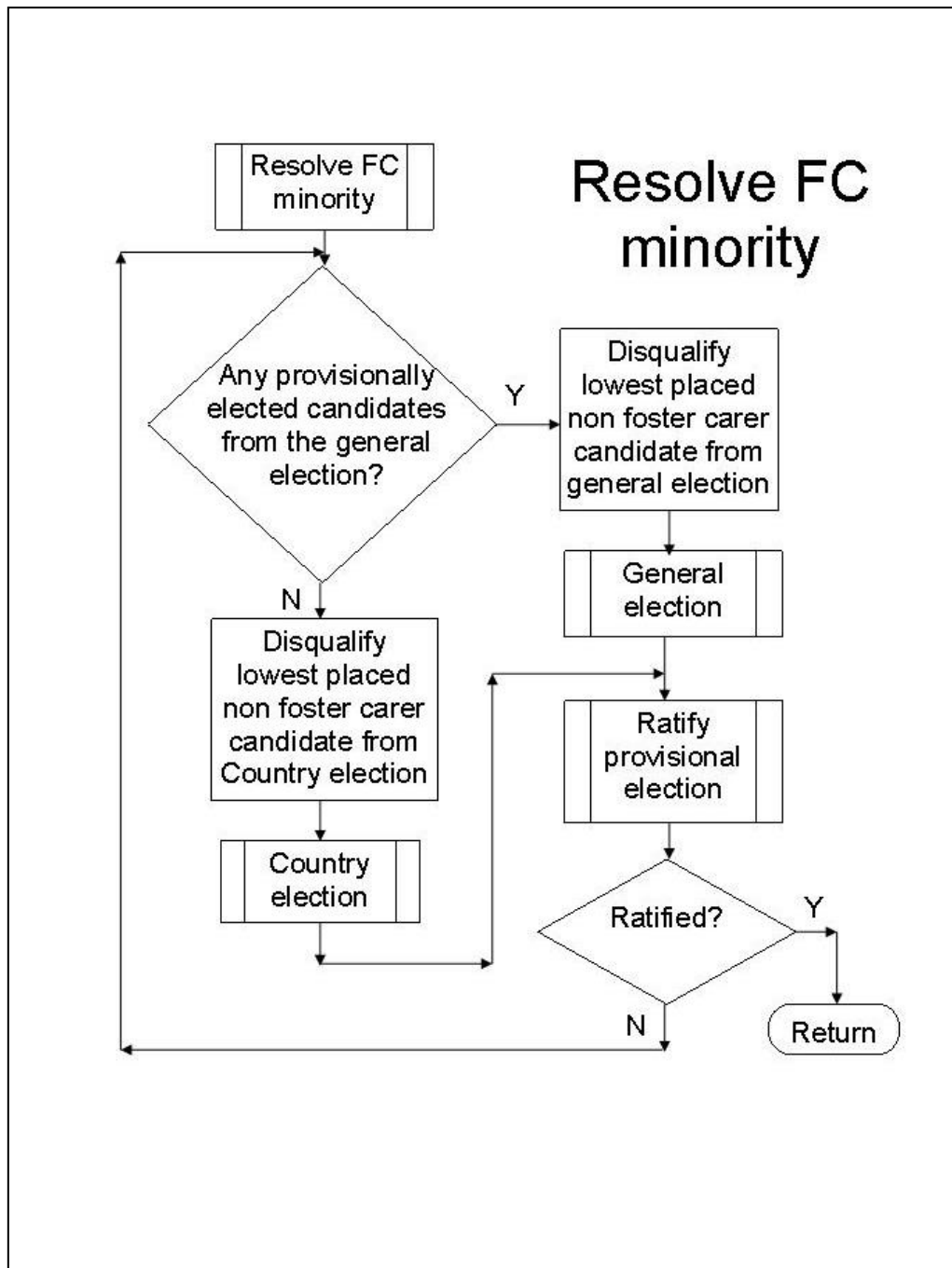












- (5) Where the number of people proposed for any part of the election as detailed in this article 15 is such that a ballot is required, a ballot paper shall be sent to each person entitled to vote in the ballot not later than notice is given of the confirmatory meeting; the ballot paper should be returned not less than 48 hours prior to holding of the confirmatory meeting.
- (6) The ballot paper shall be in such form as may be decided by the trustee board who may also determine the manner in which ballot papers are to be returned and the votes counted.
- (7) If subsequent to a ballot it is discovered that a person has been elected who was not eligible to be so elected, his election shall be null and void and his place be taken by the person who polled the next highest number of votes in the ballot; save that if there is no such person the vacancy shall be filled in such manner as the trustee board may decide.
- (8) The discovery of any other irregularity in the conduct of a ballot shall only cause the ballot to be null and void if a resolution to that effect is passed at the confirmatory meeting by at least three-quarters of those entitled to vote at that meeting, in which event a new ballot will be held.

16. Trustees of the board to be individual members

A person who at the date of becoming a member of the trustee board is not an individual Member shall forthwith become an individual Member, without being required to pay an admission fee or annual subscription.

17. Termination of trusteeship

- (1) A person shall forthwith be disallowed from holding office or continuing to hold office as an elected or co-opted trustee of the trustee board if:
 - a) receiving order is made against him or he makes arrangement or composition with his creditors;
 - b) he is, or may be, suffering from mental disorder (as defined by Section 1 of the Mental Health Act 1983 (as amended) and either:
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 2005;
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonus or other person to exercise powers with respect to his property or affairs; or

- iii. in the opinion of a registered medical practitioner he is suffering from a mental disorder by reason of which he is incapable of carrying out the duties of a trustee.
 - c) he becomes prohibited from holding such office by reason of any court order under the Act;
 - d) he is removed from office by a resolution passed under section 168 of the Act;
 - e) he is removed from office by a resolution passed by 85 per cent of all trustees at a properly constituted meeting of the trustee board;
 - f) he is directly or indirectly interested in any contract with the Fostering Network and fails to declare the nature of his interest as required by the Act;
 - g) he ceases to be a Member; or
 - h) he dies.
- (2) No trustee shall cease to hold office under the preceding paragraph unless the trustee concerned has been given not less than 14 days' notice in writing of the meeting at which the resolution is to be considered, which notice shall inform the trustee concerned of his right to make representations to the trustee board when it considers the matter, and to be assisted by a friend in making such representations.

18. **Powers of the trustee board**

- (1) The trustee board may pay all expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Fostering Network as they think fit.
- (2) Subject to any limitations imposed by statute or by these presents or by any resolution of the Fostering Network which require a particular power or act to be exercised or done only by the Fostering Network in general meeting, the trustee board may exercise on behalf of the Fostering Network all such powers and do all such acts as they may be exercised and done by the Fostering Network. No resolution of the Fostering Network passed at a general meeting shall invalidate any prior action of the trustee board which was valid at the time at which it was executed.

19. **Trustee board meetings**

- (1) The trustee board shall meet together in accordance with a schedule of meetings agreed by the trustee board and not less than 14 days before the date of each meeting specified in such schedule the Secretary shall send notice of the meeting and the business to be transacted at it to the registered address in the United Kingdom of each person entitled to be present at the meeting.

- (2) A scheduled meeting of the trustee board shall not be cancelled without the agreement of more than one half of the trustees, unless the apologies for absence submitted to the Secretary show that the meeting would be inquorate.
- (3) The Secretary shall call a meeting of the trustee board by means of such notice as is mentioned in paragraph (1) on receipt of a requisition in writing to that effect signed by not less than one third of the trustees.
- (4) Subject to there being a quorum present, a meeting of the trustee board shall be competent to exercise all the authorities powers and discretions for the time being vested in the trustee board.
- (5) Unless otherwise determined a quorum shall be not less than one third of the trustees.
- (6) Unless the trustee board decides otherwise, trustees may be part of the quorum at a meeting of the trustee board if they can understand comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- (7) The chair of the Fostering Network shall preside as chair at every meeting of the trustee board, but if the office is vacant or if at any meeting the chair is not present within 10 minutes of the time specified for the start of the meeting or if he be unwilling to preside, the Vice chair of the Fostering Network shall preside; if that office is vacant or its holder be not present as aforesaid or be unwilling to preside, the trustees present shall choose one of their number to preside.
- (8) The trustee board may adjourn or otherwise regulate its meetings as it thinks fit, and may invite any person to attend its meetings as an observer, and shall so invite the chair of a standing committee established under Article 21.
- (9) Questions arising at any meeting shall be determined by a show of hands, and in the case of an equality of votes cast the chair of the meeting shall have a casting vote.
- (10) A resolution in writing signed by three-quarters of the trustees for the time being or committee members of any other committee established by the trustee board under Article 21 shall be valid and effectual as if it had been passed at a meeting of the trustee board or other such committee duly convened and constituted.

20. Trustees' interests

- (1) A trustee who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Fostering Network must declare his interest to the trustee board before the matter is discussed by that board.

- (2) A trustee has a personal interest in a matter which is to be discussed or determined by the trustee board if he will be directly affected by the decision of the trustee board in relation to that matter. Where a trustee has a personal interest in a matter he may not count towards the quorum in relation to the matter and shall leave the trustee board Meeting for so long as the matter is discussed and determined. This paragraph shall not apply to a trustee who is a Beneficiary where the matter affects the trustee as a Beneficiary and a substantial number of other Beneficiaries in an identical manner.
- (3) A trustee who has an interest in a matter which is to be discussed or determined by the trustee board but which is not a personal interest may, subject to his fulfilling his duty to act in the best interests of the Fostering Network and to the right of the remaining trustees to require that he should withdraw from the trustee board Meeting at which the matter is to be discussed or determined for so long as the matter is discussed and determined, count towards the quorum and participate in discussions but may not vote in relation to that matter.
- (4) Every trustee must ensure that at all times the Company Secretary has a list of:-
 - a) any other body of which he is a director or officer;
 - b) any firm in which he is a partner;
 - c) any public body of which he is an official or elected member;
 - d) any company whose shares are publicly quoted in which he owns or controls more than 1% of the shares;
 - e) any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; and
 - f) any other interest which is significant or material.

21. Other Committees

- (1) The trustee board shall have power to set up such standing committees, sub-committees and working parties (in this Article referred to jointly as "committees") as the trustee board shall decide are necessary in pursuit of its responsibilities and the objectives of the Fostering Network, to act and advise on all matters which merit or require special attention or professional or other advice.
- (2) Any such committee so established shall have the exercise of such powers and responsibilities only as may be determined by the trustee board, which may at any time vary the terms of reference or membership of such a committee as it thinks fit.

- (3) The chair and members of such a committee shall be appointed by the trustee board after seeking such advice as to membership as it considers appropriate.
- (4) The trustee board may delegate to a sub-committee which at all times has among its members a majority who are trustees any power which the trustee board itself may exercise on behalf of the Fostering Network.
- (5) A committee may meet and adjourn and conduct its business as it thinks proper; and any question arising at any meeting shall be determined by a show of hands, and in the case of an equality of votes the chair shall have a casting vote.
- (6) The members of a committee may act notwithstanding any vacancy in their body provided always that if their number shall at any time be reduced to less than the minimum (if any) prescribed by the trustee board it shall not be lawful for them to so act until their number has been increased to the minimum so prescribed or that minimum has been amended by resolution of the trustee board.
- (7) Any act done bona fide by a committee or by any person acting as an Honorary Officer or a member of a committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the committee or of any person acting as aforesaid or that they or any one of them were disqualified from such office, be as valid as if every such person was qualified to hold such office and had been properly appointed or had duly continued in office.

Miscellaneous

22. Staff

- (1) The trustee board shall appoint a person as the chief executive of the Fostering Network, who shall be known as the Director of the Fostering Network, and such other staff as the trustee board considers expedient.
- (2) The trustee board may delegate such of its functions as it considers fit to the Director of the Fostering Network, who shall be accountable to the trustee board for the work of the Fostering Network and the control of its staff.
- (3) Subject to the provisions of the Act, the Secretary shall be appointed by the trustee board for such time, at such remuneration and upon such conditions consistent with the provisions of clause 4 of the Memorandum of Association as the trustee board think fit, and any Secretary so appointed may be removed by the trustee board.

- (4) The trustee board may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

23. Minutes

Proper minutes shall be made of the proceedings of all meetings of the Fostering Network and of all committees and of all business transacted at such meetings, and any such minutes if purporting to be signed by the chair of the meeting to which the minutes relate or by the chair of the next following meeting of the Fostering Network or, as the case may be, of the relevant committee shall be sufficient evidence without any further proof of the facts therein stated.

24. Accounts and Audit

- (1) The Fostering Network shall cause accounting records to be kept in accordance with the provisions of the Act, which records shall be kept at the office or, at such other place as the trustee board thinks fit, and such records shall always be open to inspection by any trustee.
- (2) The Fostering Network in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the member of the accounts and books of the Fostering Network or any of them, and subject to such conditions and regulations the accounts and books shall be open to the inspection of the member at all reasonable times during business hours.
- (3) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the trustees being treated as the directors mentioned in the Act.
- (4) At least once in each year the accounts of the Fostering Network shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by the Auditors appointed as aforesaid.
- (5) At least once in every year the trustee board shall lay before a general meeting of the Fostering Network a proper income and expenditure account for the accounting reference period of the Fostering Network ending not more than 9 months before such meeting together with a proper balance sheet made up at the same date which should be accompanied by proper reports of the trustee board and the Auditors, which latter report shall be open to inspection and be read before the meeting as required by the Act.

- (6) Subject to the provision of the Act, copies of the accounts, balance sheets and reports referred to in the preceding paragraph and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 14 clear days before the date of the meeting at which they are to be presented be sent to every person entitled to receive notice of that meeting. Alternatively, and if the trustee board so resolve, copies of the summary of the accounts may be sent
- (7) to every person entitled to receive notice of the aforementioned meeting, not less than 14 clear days before the date of the meeting.

25. Execution of Documents

Unless the board decides otherwise, documents to be executed as deeds must be signed by:

- a) two trustees; or
- b) one trustee and the Secretary; or
- c) one trustee in the presence of a witness who attests the signature.

26. Notices

- (1) Any notice required by these presents to be given to any Member may be delivered by sending it through the post in a prepaid letter addressed to the Member at his registered address as appearing in the register of member.
- (2) Any notice required as aforesaid shall be in writing and any period of notice which is specified in these presents shall be given exclusive of both the day on which notice is given and of the day on which the meeting or other event of which notice is given is to be held.
- (3) Any Member described in the register of member by an address not within the United Kingdom who shall from time to time give the Fostering Network an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act only those member who are described in the register of member by an address within the United Kingdom shall be entitled to receive notices from the Fostering Network.
- (4) Any notice served by post shall be deemed to have been served on the next delivery day if sent by first class post, otherwise on the next delivery day but one after that on which the letter containing the notice is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

- (5) Any notice required by these presents to be given to any Member may be delivered by electronic mail, provided that the recipient has consented in writing to notices being delivered in this manner and has provided to the Fostering Network an electronic mail address to which such notices are to be sent.

27. Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee or other officer, or auditor of the Fostering Network, shall be indemnified out of the assets of the Fostering Network against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Fostering Network.

28. Standing orders

The trustee board may by resolution approve Standing Orders to regulate the business of the Fostering Network not otherwise regulated by these Articles, and the Standing Orders from time to time in force shall be deemed to form part of these presents.

29. Dissolution

Clause 7 of the Memorandum of Association of the Fostering Network (which relates to the winding up and the dissolution of the Fostering Network) shall have effect as if the provisions thereof were repeated in these presents.

Appendix

In accordance with Article 9(1), an instrument appointing a proxy shall be in the following form, or in a form as near thereto as circumstances will permit:

The Fostering Network
(A company limited by guarantee)

Form of Proxy

I/we* _____

Of _____

in the County of _____ being a

Member of the above named company hereby appoint

of _____

or failing him _____

of _____

as my/our proxy to vote for me/us on my/our behalf at the (annual) general meeting of the company to be held on the _____ day of _____ 19_____, and at any adjournment thereof.

Dated the _____ day of _____ 19_____

Signed _____

This form is to be used to vote in favour of/against* the resolution: Unless otherwise instructed the proxy will vote as he thinks fit.

Delete as applicable

Notes: It is the responsibility of the person appointing a proxy to obtain the agreement of the person appointed.

Names, Addresses & Description Of Subscribers

William Goodreid of

43 Palmerstone Road
Coventry, West Midlands
Credit Controller

And

Christopher Lakey of
11 Shellbourne Road
Stratford-on-Avon, Warwickshire
Deputy Head Master
Dated this 22nd day of March 1980

Witness to the above Signatures:-

S.C. Reeves
4 Mayfield Road
Director, National Foster Care Association
Southam, Warwickshire

P.E. Verity
80 Belmont Park
Resource Officer, National Foster Care Association
London, SE13 5BN

The Fostering Network
87 Blackfriars Road
London SE1 8HA
Tel: 020 7620 6400 Fax: 020 7620 6401
Email: info@fostering.net

The Fostering Network Northern Ireland
Unit 10
40 Montgomery Road
Belfast BT6 9HL
Tel: 028 9070 5056 Fax: 028 9079 9215
Email: ni@fostering.net

The Fostering Network Scotland
Ingram House
2nd floor
227 Ingram Street
Glasgow G1 1DA
Tel: 0141 204 1400 Fax: 0141 204 6588
Email: scotland@fostering.net

The Fostering Network Wales
Suite 11
2nd floor
Bay Chambers
West Bute Street
Cardiff CF10 5BB
Tel: 029 2044 0940 Fax: 029 2044 0941
Email: wales@fostering.net
www.fostering.net

Registered Charity No. 280852
Registered Charity in Scotland SC039338
Registered in England and Wales as a Limited Company No 1507277
Registered Office: The Fostering Network, 87 Blackfriars Road London SE1 8HA