



Company Number: 3005604

Charity Number: 1093321

## THE COMPANIES ACTS 1985 TO 2006

### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION

#### OF

#### THE BRITISH CARDIOVASCULAR SOCIETY

(adopted by special resolution passed on [ ] 2022)

## 1 INTERPRETATION

### 1.1 In these Articles:

- 1.1.1 "**Act**" means the Companies Act 2006 including any statutory modification or re-enactment thereof from time to time;
- 1.1.2 "**Articles**" means these articles of association of the Charity;
- 1.1.3 "**Board**" means the Board of Trustees of the Charity;
- 1.1.4 "**Business Day**" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
- 1.1.5 "**Charity**" and "**Society**" mean the company intended to be regulated by these Articles;
- 1.1.6 "**Charity Commission**" means the Charity Commission for England and Wales or any successor body thereto;
- 1.1.7 "**Clear Days**" means in relation to the period of a notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.8 "**Council**" means the body of persons constituted as the Council of the Society in accordance with the Rules;
- 1.1.9 "**Honorary Secretary**" means the Honorary Secretary of the Society and who shall be an Officer;
- 1.1.10 "**Member**" means a person who is admitted as a member of the Charity for the purposes of the Act pursuant to Articles 7.2;
- 1.1.11 "**Office**" means the registered office of the Charity;
- 1.1.12 "**Officers**" means the persons who are elected from time to time as Trustees to hold designated positions on the Board as Officers in accordance with the Rules;
- 1.1.13 "**Ordinary Members**" means those persons who are classified under the Rules as being Ordinary Members of the Society;

- 1.1.14 "President" means the President of the Society and who shall be an Officer;
- 1.1.15 "Rules" means the rules or bylaws of the Charity, made under Article 29;
- 1.1.16 "Trustees" means the members of the Board and "Trustee" has a corresponding meaning;
- 1.1.17 "United Kingdom" means Great Britain and Northern Ireland;
- 1.1.18 "Vice President" means each Vice President of the Charity appointed to perform the duties of a Vice President in accordance with the Rules and who shall be an Officer.

1.2 In these Articles reference to:

- 1.2.1 a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
- 1.2.2 the singular includes the plural and vice versa;
- 1.2.3 any gender includes all other genders;
- 1.2.4 a person includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality);
- 1.2.5 "writing" or "written" shall include any form of representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise written form of communication including email and other electronic means provided that this Article 1.2.5 shall be without prejudice to the application of Article 26;
- 1.2.6 "electronic form" or "electronic means" have the meaning given to such terms in section 1168 of the Act; and
- 1.2.7 a "document" includes, unless otherwise specified, any document sent or supplied in electronic form.

1.3 Words or expressions contained in these Articles shall, unless specifically defined herein, bear the same meaning as in the Act.

## 2 MODEL ARTICLES

The model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) shall not apply to the Charity and are hereby excluded in their entirety.

## 3 OBJECTS

The Charity's objects (the "**Objects**") are to undertake or promote with respect to diseases of the heart or circulation all or any of the following by such means as are charitable and in each case for the benefit of the public:

- 3.1 the advancement of education and training and the promotion and evaluation of best practice in relation to the treatment of such diseases;
- 3.2 medical and scientific research and to disseminate the useful results of such research; and
- 3.3 the protection and preservation of health and the relief of sickness of patients suffering from such diseases.

## 4 POWERS

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- 4.1 to enter into contracts and to make grants and loans upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by any person, association, charity, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Charity;
- 4.2 to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
- 4.3 to provide or procure the provision of counselling and guidance in furtherance of the objects of the Charity or any of them;
- 4.4 to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Charity or for the purpose of informing contributors and others of the needs or progress of the Charity;
- 4.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 4.6 to invest any money of the Charity not immediately required for its purposes in such investments, security or property situated anywhere in the world as may be thought fit subject to such conditions and such consents (if any) as may from time to time be imposed or required by law;
- 4.7 to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient;
- 4.8 to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 4.9 to buy or lease or otherwise acquire any property and to maintain, manage, alter and improve any buildings or erections and to equip and fit out any property and buildings for use;
- 4.10 subject to such consents as may be required by law to sell, let, mortgage, charge or otherwise dispose of or otherwise turn to account all or any of the property assets of the Charity;
- 4.11 to carry out trade insofar as either:
  - 4.11.1 the trade is exercised in pursuance of the objects of the Charity; or
  - 4.11.2 the trade is temporary and ancillary to the carrying out of the objects of the Charity;
- 4.12 subject to clause 5 below to employ such employees, who shall not be Trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- 4.13 to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of the Council or any Trustee 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 of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Council (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Charity;

- 4.14 to establish or support any charitable trusts, associations or institutions formed for all or any of the Charity's Objects, to act as trustee of any such charitable trusts;
- 4.15 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.16 to amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Charity;
- 4.17 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to any costs, charges and expenses incurred for the ongoing administration and smooth running of the Charity;
- 4.18 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers (the "**Managers**") the exercise of all or any of its powers of investment provided always that:
  - 4.18.1 the Managers shall be authorised to carry out regulated activities under the provisions of the Financial Services and Markets Act 2000;
  - 4.18.2 the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;
  - 4.18.3 the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 14 days and to report regularly on the performance of investments managed by them;
  - 4.18.4 the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - 4.18.5 the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation;
  - 4.18.6 to do all such other lawful things as are necessary for the achievement of the Objects.

## 5 INCOME AND PROPERTY

The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity save with the prior written consent of the Charity Commission: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 5.1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 5.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
- 5.3 of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
- 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of the company;

- 5.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
- 5.6 to any Trustee of reasonable out-of-pocket expenses;
- 5.7 for the purchase by the Charity of trustee indemnity insurance pursuant to section 189 of the Charities Act 2011.

## **6 LIABILITY**

- 6.1 The liability of the Members is limited.
- 6.2 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while such person is a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease 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.

## **7 MEMBERS**

- 7.1 The number of Members with which the Charity proposes to be registered is unlimited.
- 7.2 The Members of the Charity for the purposes of the Act shall be such persons as are admitted as Ordinary Members in accordance the Rules and such other persons who the Trustees may admit as members of the Charity for the purposes of the Act in accordance with the Rules.
- 7.3 The Trustees may from time to time resolve upon the creation of other classes of members of the Charity (including Honorary Members) provided that the rights of such other classes of members do not extend to attendance or voting at general meetings and accordingly such persons may not be members of the Charity for the purpose of the Act if so provided under the Rules. Such categories of membership may be under whatever title or nomenclature the resolution or the Rules may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to attend and vote at general meetings) as may be specified in the resolution or set out in the Rules.
- 7.4 The Trustees may, from time to time, vary the criteria for membership as well as the rights, privileges, duties and obligations of membership.
- 7.5 Membership shall not be transferable and a Member shall cease to be a Member:-
  - 7.5.1 in the case of an individual, on death;
  - 7.5.2 if by notice in writing to the Charity the Member resigns, such resignation to take effect upon being received by the Charity or, if later, any date on which it is expressed to take effect;
  - 7.5.3 if their membership should be terminated in accordance with the Rules and the Trustees, by a simple majority, vote to terminate such Member's membership;
  - 7.5.4 by unanimous vote of the Trustees or, if there shall be more than six Trustees, by resolution of the Trustees passed by a majority of not less than three quarters of the Trustees present and voting at the meeting of the Trustees convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Trustees at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Trustees prior to the Trustees voting on the resolution;
  - 7.5.5 if any subscription or other sum payable by the Member is not paid on its due date and remains unpaid two months after notice is served on the Member on behalf of the Trustees informing the Member that they will be removed from the membership if it is not paid.

- 7.6 Any person previously admitted as a member of the Charity for the purposes of the Act and who is not an Ordinary Member shall cease to be a member of the Charity upon a resolution to that effect being passed by the Trustees and provided that any such resolution shall not affect that person's right to continue to be a member of the Charity otherwise than for the purposes of the Act in accordance with the Rules.
- 7.7 No Member, on ceasing to be a Member, shall be entitled to receive repayment of all or any of the annual subscriptions which have been prepaid.
- 7.8 Every application for membership shall be in writing and shall be made in such manner as the Trustees may from time to time determine or as may be prescribed by the Rules.

## **8 SUBSCRIPTIONS**

The Trustees may, at their discretion, levy a subscription on all or any class of Members and others with an interest in the Charity at such rates as they shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class. The Trustees shall provide Members with the subscription rates, the time and method of payment, and amendments to them in such manner as is prescribed by the Rules.

## **9 PATRONS**

- 9.1 The Trustees may, at their discretion, appoint any person to be a patron of the Society (and remove any Patron) on such terms as they shall think fit.
- 9.2 A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice of general meetings and shall also have the right to receive accounts of the Charity when available to Members.

## **10 GENERAL MEETINGS**

- 10.1 The Charity shall hold an annual general meeting ("AGM") each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The AGM shall be held at such times and places as the Trustees shall appoint. All general meetings other than AGMs shall be called general meetings.
- 10.2 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than that required by the Act.

## **11 NOTICE OF GENERAL MEETINGS**

- 11.1 Save as provided by the Act the AGM and all general meetings shall be called by at least fourteen Clear Days' notice or by any longer period specified by the Trustees but a general meeting may be called by shorter notice if it is so agreed by Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights at that meeting of all the Members.
- 11.2 The notice calling a meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 11.3 The notice shall be given to all Members and to each of the Trustees, Patrons and auditors if appointed.
- 11.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## 12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at any meeting unless a quorum is present. Ten Members, being present in person or by proxy at the meeting, and who are entitled to vote upon the business to be transacted shall constitute a quorum.
- 12.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
- 12.3 The President, if any, of the Trustees shall preside as chairperson of the meeting, but if the President shall not be present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Honorary Secretary shall act as chairperson of the meeting or, if the Honorary Secretary is not present at the meeting at that time, the Trustees present shall elect one of their number to be the chairperson and, if there is only one Trustee present and willing to act, such person shall be the chairperson.
- 12.4 If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.
- 12.5 A Trustee shall, notwithstanding that they may not be a Member, be entitled to attend and speak at any general meeting.
- 12.6 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 12.7 A person is able to exercise the right to vote at a general meeting when:
  - 12.7.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 12.7.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.8 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 12.9 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 12.10 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 12.11 The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. If a meeting is adjourned for less than fourteen days it shall not be necessary to give any such notice.
- 12.12 A resolution put to the vote of a meeting shall be decided on a show of hands, in such manner as the chairperson of the meeting may in their absolute discretion approve, unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - 12.12.1 by the chairperson; or

- 12.12.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
- 12.12.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 12.13 Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect made in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.14 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 12.15 A poll shall be taken as the chairperson directs and the chairperson may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 12.16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote they may have.
- 12.17 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 12.18 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

### 13 VOTES OF MEMBERS

- 13.1 Subject to Article 7.11 (chairperson's casting vote) every Member present in person or by proxy shall have one vote on a show of hands or on a poll.
- 13.2 No Member shall be entitled to vote at any general meeting whether on a show of hands or on a poll, or vote in any postal ballot which may be conducted in accordance with the Rules, unless all monies then payable by the Member to the Charity have been paid.
- 13.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.
- 13.4 Any objection made in due time under Article 13.3 shall be referred to the chairperson whose decision shall be final and conclusive.
- 13.5 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.
- 13.6 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:
- 13.6.1 states the name and address of the Member appointing the proxy;
  - 13.6.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 13.6.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and



13.6.4 is delivered to the Charity not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate and which may provide for delivery of proxy notices in electronic form to such email address (if any) specified by or on behalf of the Charity for such purpose.

A proxy notice which is not delivered in such manner shall be invalid unless the Trustees, in their discretion, accept the notice at any time before the meeting.

13.7 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

13.8 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

13.9 Unless a proxy notice indicates otherwise, it must be treated as:

13.9.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

13.9.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

13.10 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

13.11 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

13.12 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

13.13 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

13.14 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

13.15 A vote cast or a poll demanded by a proxy shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such shall have been received by the Charity not later than the latest time at which the proxy would need to have been delivered to or received by the Charity in order to be valid for use whether to vote in person or on a poll at the meeting or adjourned meeting at which the proxy is used to which it relates. Such notice of termination shall be made either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the email address (if any) specified by or on behalf of the Charity in the notice convening the meeting, regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

13.16 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **14 TRUSTEES**

14.1 The number of Trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

14.2 Except to the extent permitted by Article 5, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Charity is a party.

## **15 POWERS OF THE TRUSTEES**

15.1 Subject to the provisions of the Act, these Articles and to any directions given by special resolution, the Trustees, who may exercise all the powers of the Charity, shall manage the business of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees and the Charity.

15.2 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

## **16 APPOINTMENT AND RETIREMENT OF TRUSTEES**

16.1 No person may be appointed or reappointed as a Trustee:

16.1.1 unless such person has attained the age of eighteen years;

16.1.2 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of Article 17.

16.2 The Trustees shall appoint as a Trustee:

16.2.1 any person elected to be Trustee in accordance with the Rules; and

16.2.2 any persons that they may see fit to act as a Non-executive Trustee as provided for it in the Rules.

16.3 The Charity may, in general meeting and by ordinary resolution appoint any person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.

16.4 The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.

## **17 DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A Trustee shall cease to hold office if they:

- 17.1 cease to be a Trustee by virtue of any provision in the Act or are disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 17.2 retire in accordance with the provisions of these Articles and the Rules;
- 17.3 resign their office by notice to the Charity (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 17.4 are removed from office by way of a resolution of not less than 75% of the Trustees entitled to attend and vote at a Board meeting;
- 17.5 are absent without the permission of the Trustees from three quarters or more of the meetings of the Trustees held within any period of twelve successive months and the Trustees resolve that their office be vacated.

## **18 TRUSTEES' EXPENSES**

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but subject to Article 5 shall otherwise be paid no remuneration.

## **19 PROCEEDINGS OF THE TRUSTEES**

- 19.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. Three Trustees may, and the Secretary at such request shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President, or in such person's absence, the person appointed as chairperson under Article 19.5, shall have a second or casting vote.
- 19.2 The Trustees shall meet at least four times a year and at least once every three calendar months.
- 19.3 The quorum for the transaction of the business of the Trustees shall be three at least one of whom shall be an Officer. The Officers shall be the President, the Honorary Secretary, the Vice President(s) and such other persons as shall be designated by the Trustees as Officers under the Rules.
- 19.4 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a general meeting.
- 19.5 The President shall preside at every meeting of Trustees at which they are present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, then the Trustees present may appoint one of their number to be chairperson of the meeting.
- 19.6 The Trustees may by resolution appoint one or more committees consisting of such persons as the Trustees deem fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee provided that:
  - 19.6.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to co-opt persons up to a specified number);

- 19.6.2 the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify; and
- 19.6.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board.
- 19.7 All acts done by a meeting of Trustees, or of a committee appointed by the Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 19.8 A resolution in writing, signed or otherwise approved in writing (including by email or other electronic means) by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or otherwise approved by one or more of the Trustees.
- 19.9 Trustees or members of any committee may participate in or hold a meeting by means of any form of online or virtual, video or telephone conference or similar form of communication so that all persons participating in the meeting can hear each other and address each other at the same time. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Trustees or the committee (as the case may be) duly convened and held with such persons physically present. A meeting held in this way is deemed to take place at the place where the largest group of participating Trustees is assembled or, if no such group is readily identifiable, at the place from where the chairperson of the meeting participates.
- 19.10 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in accordance with the current bank mandate.

## 20 TRUSTEE INTERESTS

- 20.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 20.2 A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest).
- 20.3 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:
- 20.3.1 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;
- 20.3.2 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
- 20.3.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 20.4 For the purposes of Article 20.3 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 and for these purposes "**connected person**" means any person falling within one of the following categories:

- 20.4.1 any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or
- 20.4.2 the spouse or civil partner of any person referred to in Article 20.4.1; or
- 20.4.3 any person who carries on business in partnership with a Trustee or with any person referred to in Article 20.4.1 or Article 20.4.2; or
- 20.4.4 an institution which is controlled by either a Trustee, any person referred to in Articles 20.4.1 to 20.4.3, or a Trustee and any person referred to in Articles 20.4.1 to 20.4.3, taken together;
- 20.4.5 a corporate body in which a Trustee or any person referred to in Articles 20.4.1 to 20.4.3 has a substantial interest, or two or more such persons, taken together, have a substantial interest

and sections 350 to 352 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this Article 20.

## **21 SECRETARY**

### **21.1 The Board:**

- 21.1.1 may appoint a company secretary. If no company secretary is appointed, the duties of the secretary shall be carried out by one of the Trustees or such other person as is duly appointed by the Board to carry out those duties;
- 21.1.2 may appoint or engage a treasurer, a deputy company secretary and such other officers as they shall see fit;
- 21.1.3 and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed or engaged.

## **22 MINUTES**

### **22.1 The Trustees shall keep minutes in books kept for the purpose:**

- 22.1.1 of all appointments of Trustees made by the Board; and
- 22.1.2 of all proceedings at general meetings of the Charity, at meetings of the Trustees or committees of Trustees and of committees appointed by the Trustees, which shall include the names of the persons present at each such meeting.

## **23 ACCOUNTS**

- 23.1 Accounts shall be prepared in accordance with the applicable provisions of the Act.
- 23.2 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Trustees think fit.
- 23.3 The Trustees shall lay before the annual general meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Trustees as to the state of affairs of the Charity and, if required by the Act, a report of the Auditors and shall comply with the other applicable provisions of the Act. Copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed or attached to them shall, not less than 14 Clear Days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of general meetings of the Charity.

## 24 ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

## 25 ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

## 26 NOTICES

26.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees or the Council need not be in writing.

26.2 The Charity may deliver a notice or other document to a Member:

26.2.1 by delivering it by hand to the address recorded for the Member in the register of Members;

26.2.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;

26.2.3 by electronic mail to an address notified by the Member in writing;

26.2.4 by a website, the address of which shall be notified to the Member in writing; or

26.2.5 by advertisement in at least two national newspapers.

26.3 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

26.4 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

26.5 If a notice or document is sent:

26.5.1 by post or other delivery service in accordance with Article 26.2.2, it is treated as being delivered:

(a) 24 hours after it was posted, if first class post was used; or

(b) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

(i) properly addressed; and

(ii) put into the post system or given to delivery agents with postage or delivery paid.

26.5.2 by electronic mail, it is treated as being delivered at the time it was sent;

26.5.3 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

26.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

## **27 INDEMNITY**

- 27.1 Subject to the provisions of the Act every Trustee or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in such person's favour or in which such person is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by such person in the execution and discharge of their duties or in relation thereto.
- 27.2 The Trustees shall have power to resolve pursuant to Article 4.13 to effect indemnity insurance notwithstanding their interest in such policy.

## **28 WINDING-UP**

- 28.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 5, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

## **29 RULES**

- 29.1 The Trustees may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for ease of proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership of the Charity, including for members who are not members for the purposes of the Act, and in particular but without prejudice to the generality of the foregoing, they may by such rules or byelaws regulate:
- 29.1.1 anything in the Articles which refers to the Rules;
  - 29.1.2 the admission and classification of members of the Charity;
  - 29.1.3 the entrance fees, subscriptions and other fees or payments to be made by members of the Charity and other persons or organisations with an interest in the work of the Charity;
  - 29.1.4 the conduct of members of the Charity in relation to one another, and to the Charity's servants; and
  - 29.1.5 generally, all such matters as are commonly the subject matter of company rules.
- 29.2 The Trustees shall have the power to alter, add to or repeal ("change") the rules or byelaws and the Trustees shall adopt such means as they think are sufficient to bring to the notice of Members of the Charity all such changes, which shall be binding on all Members of the Charity, provided that no rule or byelaw or change shall be inconsistent with, or shall affect or repeal anything contained in, these Articles. Provided always that any increase in any fee or subscription shall be made only on the expiry of at least one month's notice to the Members or class of Members affected thereby.