ARTICLES OF ASSOCIATION

OF

THE NATIONAL RHEUMATOID ARTHRITIS SOCIETY

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THE COMPANIES ACT 2006
Company Limited by Guarantee and not having a Share Capital
ARTICLES OF ASSOCIATION
OF
THE NATIONAL RHEUMATOID ARTHRITIS SOCIETY

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is “The National Rheumatoid Arthritis Society”, called in this document “the Charity”.

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.3 Words | Meanings
---|---
Act | the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles | these Articles of Association;
Chair | the Chair of the Trustees or any person discharging the functions of the Chair;
Charities Act | the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity | the company regulated by these Articles;
Charity Commission | the Charity Commission of England and Wales;
Clear Days | in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Month | calendar month;
| **Objects** | the Objects of the Charity as defined in Article 3; |
| **Office** | the registered office of the Charity; |
| **Regulations** | any rules, standing orders or regulations made in accordance with these Articles; |
| **Signed** | shall include facsimiles of signatures and other forms of authentication that are permitted by law; |
| **Taxable Trading** | carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax; |
| **Trustees** | the charity trustees and company directors of the Charity; |
| **United Kingdom** | Great Britain and Northern Ireland; and |
| **Voting Member** | the members of the Charity for the purposes of the Act; |
| **in Writing** | written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible). |

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

2. **Registered Office**

2.1 The registered office of the Charity will be in England and Wales.

3. **Objects of the Charity**

3.1 “The objects of the Charity (the “Objects”) are for the public benefit to, promote the relief of people suffering from rheumatoid arthritis and juvenile idiopathic arthritis by:

3.1.1 raising awareness and understanding of rheumatoid arthritis and juvenile idiopathic arthritis, including awareness of the severity of these diseases and their social and economic costs;
3.1.2 providing information on rheumatoid arthritis and juvenile idiopathic arthritis, including information on the treatments and drugs available;

3.1.3 advancing all aspects of the care and treatment of rheumatoid arthritis and juvenile idiopathic arthritis and the management of these diseases in their totality;

3.1.4 providing education generally and to individuals and their families and carers in all aspects of rheumatoid arthritis and juvenile idiopathic arthritis, including their treatment and management, and providing information about available support, including financial and social support;

3.1.5 supporting individuals in relation to rheumatoid arthritis and juvenile idiopathic arthritis and their families and carers, including by putting people in touch with each other to encourage self-help and support where appropriate;

3.1.6 carrying out any other charitable activity."

4. **Powers of the Charity**

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;

4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

4.1.7 to give or receive guarantees or indemnities;

4.1.8 to promote or undertake study or research and disseminate the results of such research;

4.1.9 to produce, print and publish anything in any media;
4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;

4.1.11 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities, including campaigning for more resources to be made available for all aspects of care and treatment and for the management of rheumatoid arthritis in its totality;

4.1.12 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;

4.1.13 to undertake any charitable trust;

4.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

4.1.15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

4.1.16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;

4.1.17 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;

4.1.18 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;

4.1.19 to open and operate bank accounts and other banking facilities;

4.1.20 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

4.1.21 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;

4.1.22 to insure any risks arising from the Charity's activities;

4.1.23 (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
(i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;

(ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and

(iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.

(b) Subject to clause 4.1.23(d) below, any insurance in the case of 4.1.23(a)(i) or 4.1.23(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

(i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

(ii) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicuted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and

(iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not.

(c) Subject to clause 4.1.23(d) below any insurance in the case of 4.1.23(a)(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 Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and

(d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.24 to pay all the expenses and costs of establishing the Charity;

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers the exercise of all or any of its powers of investment;

4.1.26 to permit any investments belonging to the Charity to be held in the name of any person as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Use of income and property
5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Voting Members of the Charity or Trustees, and no Trustee may 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 except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a Voting Member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. **Allowed Payments**

6.1 The Charity may pay:

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity;

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his capacity as a Trustee), PROVIDED THAT:-

(a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Trustees;

(b) that no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Trustees;

(c) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity or a subsidiary (as defined in the Act) of the Charity; and

(d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity;

For the purposes of these clauses 6.1.1 and 6.1.2 "services" includes goods and services.

6.1.3 reasonable interest on the money lent by any Trustee;

6.1.4 reasonable out-of-pocket expenses to any Trustee;

6.1.5 reasonable and proper payment to a company of which a Voting Member of the Charity or a Trustee holds not more than a hundredth of the capital;

6.1.6 reasonable and proper rent of premises demised or let by any Trustee;

6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to 4.1.23 above;

6.1.8 any payment to a Trustee under the indemnity provisions in the Articles of Association; and
6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of Articles 5 and 6, Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

For the purposes of Articles 5 and 6, a payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner, (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the Voting Members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of Voting Members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles and all future copies of the Memorandum and Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

8. Limited Liability

8.1 The liability of the Voting Members is limited.

9. Guarantee by Voting Members of the Charity
9.1 Each Voting Member of the Charity undertakes that, if the Charity is wound up while he is a Voting Member, or within one year after he ceases to be a Voting Member, he will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a Voting Member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity shall indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;

10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and

10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity shall provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer, provided that he will be obliged to repay such amounts no later than:

10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or

10.2.2 if judgment being given against him in proceedings, the date when the judgment becomes final; or
10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

11.1 To the extent required by law every Trustee shall fully disclose to the Trustees the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

11.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and

11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.

11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:

11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of a meeting of the Trustees.

11.4 In the event that all of the Trustees present at a meeting of the Trustees are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.

11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.

11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Trustees adopt, as to the management of conflicts of duty or interest
and to the extent required by law every Trustee shall fully disclose to the Trustees the circumstances giving rise to any conflict or potential conflict that he has.

11.7 The Trustees may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Trustees confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

12. Rights of Inspection

12.1 A copy of the Memorandum and Articles and any Regulations must be available for inspection by the Voting Members of the Charity at the Office or at a single alternative inspection location if applicable. Any Voting Member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

13. Voting Members

13.1 The Trustees are the Voting Members of the Charity. Each Voting Member remains a Voting Member until he or she ceases to be a Trustee in accordance with these Articles.

13.2 The Charity must keep at the Office a register of Voting Members showing their name, postal address and dates of becoming a Voting Member and ceasing to be a Voting Member.

13.3 Subject to any restrictions permitted by the Act, the register is available for inspection by the Voting Members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

13.4 The Trustees may establish classes of membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Trustees think fit, and may admit and remove such members in accordance with Regulations made by the Trustees, provided that no member other than the Voting Members shall be members of the Charity for the purposes of the Articles or the Act. The Trustees may fix differing rates of subscriptions for different members or categories of members.

14. Voting Membership

14.1 All Trustees shall automatically become Voting Members of the Charity and their names shall be entered into the Charity’s register of Voting Members.

15. No transfer of Voting Membership

15.1 None of the rights of any Voting Member of the Charity may be transferred or transmitted to any other person.

16. Ending of Voting Membership

16.1 A Voting Member stops being a Voting Member of the Charity automatically when that Voting Member ceases to be a Trustee.
17. General Meetings

17.1 Subject to Article 17.2, the Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

17.2 The first annual general meeting must be held within 18 months of the date of registration of the Charity with Companies House.

18. Other General Meetings

18.1 All general meetings except annual general meetings are called general meetings.

19. Calling of Other General Meetings

19.1 The Trustees may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the Voting Members of the Charity request it in Writing, or otherwise in accordance with the Act.

20. Notice of General Meetings

20.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the Voting Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the Voting Members entitled to attend and vote at it.

20.2 At an annual general meeting the business usually conducted will be the election of Trustees in place of those retiring and the election of Trustees appointed to fill a vacancy since the last Annual General Meeting.

21. Quorum

21.1 Business may be transacted at a general meeting only if a quorum of Voting Members is present in person when the meeting begins to deal with its business. A quorum is four Voting Members present in person (and for the avoidance of doubt a proxy shall not count towards the quorum).

22. Adjournment if no Quorum

22.1 If the meeting is called by the demand of Voting Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Trustees may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.

22.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the Voting Members present will be a quorum.

23. Chair
23.1 The Chair (if any) of the Trustees should normally preside as Chair at every general meeting of the Charity. If there is no Chair, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Trustees present shall select the Chair of the meeting and in default the Voting Members at the meeting shall select a Chair.

24. Adjournment of the Meeting

24.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting or of the business to be done at it.

25. Voting on Resolutions

25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by Voting Members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chair or a Voting Member who is present save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Voting Members may vote by proxy.

25.2 Voting Members may appoint a proxy who need not be a Voting Member of the Charity. The proxy may be appointed by the Voting Member to exercise all or any of the Voting Member’s rights to attend, speak vote and demand a poll at a meeting of the Charity.

26. Proxies

26.1 A person holding a proxy may vote on any resolution.

26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
26.4 A proxy in the following form will be acceptable:

"I

of

a Voting Member of The National Rheumatoid Arthritis Society

hereby appoint the Chair of the Charity or if he is not present the chairman of the Meeting*


as my proxy to vote for me on my behalf at the [Annual] General Meeting of the Charity to be held on the day of and any adjournment thereof.

Signed on the day of *

*If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

27. Postal or Electronic Voting

The Trustees may by a resolution approved by 75 per cent. of the current Trustees authorise the use of a postal or electronic ballot for the passing of any resolution or for an election. In the event that the Trustees so elect to hold a postal or electronic ballot, they must inform the Voting Members that they have the right to choose whether to cast their votes electronically or by post.

28. Declaration of Chair is Final

28.1 Unless a poll is demanded, the Chair’s declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

28.2 The demand for a poll may be withdrawn.

29. When a poll is taken

29.1 A poll must be taken immediately, if it is correctly demanded to elect a Chair or to decide upon an adjournment. Polls about other things will be taken whenever the Chair says so. Business which is not the subject of a poll may be dealt with before or during the poll.

29.2 The Chair will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

30. Voting and Speaking
30.1 Every Voting Member including the Chair (if he is a Voting Member) has one vote at
general meetings. The Chair does not have a casting vote at general meetings.

30.2 The auditor or reporting accountant has the right to attend and speak at general
meetings.

31. **Written Agreement to Resolution**

31.1 Except in the case of a resolution to remove a Trustee or the auditors before the
expiry of their term, Voting Members may pass a valid resolution without a meeting
being held. But for the resolution to be valid:

31.1.1 it must be in Writing;

31.1.2 in the case of a special resolution it must be Signed by at least 75 per cent.
of all those Voting Members (or their duly authorised representatives)
to receive notice of and to attend general meetings;

31.1.3 in the case of an ordinary resolution it must be Signed by a majority of all
those Voting Members (or their duly authorised representatives) entitled
to receive notice of and to attend general meetings;

31.1.4 it may consist of two or more documents in identical form Signed by Voting
Members; and

31.1.5 the passing of the resolution must comply with any other requirements of
the law from time to time.

31.2 A written resolution is passed when the required majority of eligible Voting Members
have signified their agreement to it.

32. **Management by the Trustees**

32.1 The business of the Charity is managed by the Trustees. They may pay all the
expenses of promoting and registering the Charity. They may use all powers of the
Charity which are not, by the Act or by these Articles, required to be used by a
general meeting of the Charity.

33. **Payment of reasonable expenses to Trustees**

33.1 The Trustees may be paid reasonable out-of-pocket expenses that they have
properly incurred in connection with the business of the Charity but shall not be paid
any other remuneration except as permitted by law or by these Articles.

34. **The Keeping of Minutes**

34.1 The Trustees must have minutes entered in the minute books:-

34.1.1 of all appointments of officers by the Trustees;

34.1.2 of the names of the Trustees present at each of their meetings and of any
committee of the Trustees; and

34.1.3 of all resolutions and proceedings at all meetings of:

(a) The Charity;
(b) The Trustees; and

(c) Committees of the Trustees.

35. The make-up of the Trustees

35.1 No person under the age of 18 may be a Trustee.

35.2 The first Trustee body consists of those people named in the Memorandum of Association and Form IN01 filed under the Act and sent to the Registrar of Companies or as otherwise authenticated electronically when the Charity is formed or as subsequently appointed by them. They hold office until the first annual general meeting, at which they may be elected. After that, the Trustee body consists of not fewer than four and no more than twenty persons elected by the Voting Members of the Charity.

35.3 Nominations for Trustee elections may be made by any Trustee. The process by which nominations must be made (including any deadlines for making nominations) shall be agreed by the Trustees.

35.4 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Trustees has approved the appointment of any such candidate. The Trustees shall decide how many vacancies there are, subject to the maximum number of Trustees referred to in Article 35.2

36. Retirement of the Trustees

36.1 At each annual general meeting of the Charity one third of the elected Trustees for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office. For the avoidance of doubt any Trustee who is being elected for the first time shall not count towards the calculation of one third.

36.2 The Trustees to retire in every year shall be those who have been longest in office since their last election by the Voting Members, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

36.3 A retiring Trustee shall be eligible for re-election by the Voting Members.

37. Change in composition of the Trustees

37.1 The make-up and number of Trustees may be varied by amendment to these Articles but at no time may the number of Trustees be reduced to below three.

38. Notification of change of Trustees to the Registrar of Companies

38.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

39. Filling Trustee vacancies

39.1 The Trustees may appoint anyone as a Trustee to fill a vacancy in their membership. They will hold office until the next annual general meeting where they
may be elected by the Voting Members. Such appointees may vote at meetings of
the Trustees.

40. Ending of Trusteeship

40.1 A Trustee ceases to hold office if he or she:-

40.1.1 becomes bankrupt or makes any arrangement or composition with his or
her creditors generally; or

40.1.2 becomes barred from Trusteeship because of any order made under the
Act, the Company Directors Disqualification Act 1986 (or any regulations
made under it) or the Charities Act 1993; or

40.1.3 is considered by the Trustees to have become incapable whether mentally
or physically of managing his or her own affairs and a majority of the other
Trustees resolve that he must cease to hold office; or

40.1.4 resigns the office by notice in writing to the Charity but only if at least three
Trustees will remain in office when the resignation takes effect; or

40.1.5 is absent from all meetings of the Trustees for a twelve month period and is
asked by a majority of the other Trustees to resign; or

40.1.6 breaches his duties under the Act and in particular the duties for the proper
management of conflicts of interest and the Trustees resolve to remove
him by a resolution by 75 per cent. of the other Trustees present and voting
at a meeting and that prior to such a meeting the Trustee in question has
been given written notice of the intention to propose such a resolution at
the meeting; or

40.1.7 is removed from office under Article 41; or

40.1.8 is removed from office by a resolution of at least 75 per cent. of the other
Trustees present and voting at a Trustee meeting at which at least half of
the serving Trustees are present provided that prior to such a meeting the
Trustee in question has been given written notice of the intention to
propose such a resolution at the meeting.

41. Removal of a Trustee by a General Meeting

41.1 A general meeting of Voting Members of the Charity may remove any Trustee
before the end of his or her period of office whatever the rest of these Articles or
any agreement between the Charity and the Trustee may say.

41.2 Removal can take place only by the Voting Members of Charity passing an ordinary
resolution saying so. 5 per cent. of the Voting Members of the Charity may give a
notice to the Charity of the intention to remove a Trustee and/or appoint a
replacement. At least 28 Clear Days' notice before the meeting in question must be
given to the Charity. Once the Charity receives such notice it must immediately
send a copy to the Trustee concerned. He or she has a right to be heard at the
general meeting. He or she also has the right to make a written statement of
reasonable length. If the statement is received in time it must be circulated with the
notice of the meeting. If it is not sent out, the Trustee may require it to be read to
the meeting. The right to remove a Trustee given under the Article is in addition to, and separate from, rights given under the Act.

42. Meetings of the Trustees

42.1 The Trustees may meet, adjourn and run their meetings as they wish, subject to the rest of these Articles.

42.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

42.3 The Charity, if requested by the Chair or any two Trustees must summon a meeting of the Trustees.

42.4 Notice of a Trustee Meeting need not be given to any Trustee who is out of the United Kingdom.

42.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.

43. Officers

43.1 The Trustees may elect or remove the Chair or any other officers that they wish. Officers shall be appointed from among the Trustees.

44. Quorum for Trustee meetings

44.1 The quorum necessary for business to be done at a Trustee meeting is a third of the Trustees subject to a minimum of three and where one third does not produce a whole number the quorum shall be the next higher whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 11.

45. Trustee vacancies

45.1 The Trustees may act despite any vacancy, but if the number of Trustees falls below the quorum, they may act only to summon a general meeting of the Charity or to appoint further Trustees.

46. A Resolution may be Approved by Signature Without a Meeting

46.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Trustees or committee. The resolution may consist of several documents in the same form Signed by one or more Trustees or Committee members.

47. Validity of Acts Done at Meetings

47.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he or she was disqualified, anything done before the discovery at any meeting of the Trustees is as valid as if there were no defect or disqualification.

48. Delegation by the Trustees
48.1 The Trustees may delegate the administration of any of their powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Trustees impose.

48.2 The Trustees may co-opt any person or people who are not Trustees to serve on a committee but any committee must have at least one Trustee on it.

48.3 All acts and proceedings of the committee or Trustees must be reported to the Trustees as soon as possible.

49. Chair of Committees

49.1 A committee may elect a chair of its meetings if the Trustees do not nominate one.

49.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

50. Meetings of Committees

50.1 A committee may meet and adjourn whenever it chooses.

50.2 Questions at the meeting must be decided by a majority of votes of the members present.

50.3 A committee must have minutes entered in minute books.

51. Appointment and Removal of the Company Secretary

51.1 The Trustees may but need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

52. Honorary Officer

52.1 The Trustees may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity, or to such other honorary post as the Trustees think fit. Such office is honorary only and carries no vote or other rights.

53. Actions of Trustees and Company Secretary

53.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

54. Proper Accounts must be Kept

54.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

55. Books must be Kept at the Office

55.1 The books of account must be kept at the Office or at other places decided by the Trustees. The books of account must always be open to inspection by Trustees.

56. Accounts and Returns
56.1 The Trustees must, for each financial year, send a copy of the annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

56.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

56.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

56.3.1 the deadline for filing the Charity's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or

56.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

56.4 To the extent required by law, the Trustees must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.

56.5 The Trustees must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

57. Appointment of Reporting Accountants or Auditors

57.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity’s income or assets from time to time makes this a legal requirement.

58. Service of Notices

58.1 The Charity may give notices, accounts or other documents to any Voting Member either:

58.1.1 personally; or

58.1.2 by delivering them or sending them by ordinary post to the Voting Member’s registered address; or

58.1.3 if the Voting Member has provided the Charity with a fax number, by sending them by fax to that Voting Member. This is subject to the Voting Member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

58.1.4 if the Voting Member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the Voting Member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

58.1.5 in accordance with the provisions for communication by website set out below.

If the Voting Member lacks a registered postal address within the United Kingdom, the notice, accounts or other documents may be sent to any postal address within
the United Kingdom which he or she has given the Charity for that purpose, or may be given in accordance with Articles 58.1.1, 58.1.3, 58.1.4, or 58.1.5. A Voting Member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity.

58.2 If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

58.3 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

58.4 The Charity may assume that any fax number or e-mail address given to it by a Voting Member remains valid unless the Voting Member informs the Charity that it is not.

58.5 Where a Voting Member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that Voting Member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

59. Accidental Omission of Notice

59.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

60. Who is Entitled to Notice of General Meetings

60.1 Notice of every general meeting must be given to:-

60.1.1 every Voting Member (except those Voting Members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);

60.1.2 the reporting accountants or auditor of the Charity;

60.1.3 all Trustees; and

60.1.4 any President or other Honorary position.
60.2 No one else is entitled to receive notice of general meetings.

61. Regulations

61.1 The Trustees may make such regulations, by-laws or standing orders as they see fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Trustees which would otherwise have been valid.

62. Winding-up of the Charity

62.1 A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions with objects which are the same as or similar to those of the Charity, or failing that the property shall be applied for some other charitable purpose.

62.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

63. The Charities and Trustee Investment (Scotland) Act 2005

63.1 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.