

Company No. 09651049

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
of
THE BRITISH ASSOCIATION OF PAEDIATRIC SURGEONS
("the Company")

At a general meeting of the Company duly convened and held at the British Association of Paediatric Surgeons, Royal College of Surgeons Of England on 20 September 2017, the following resolution was duly passed by the members as a special resolution.

In accordance with Charity Commission consent dated 22 July 2017, provided as required by s.198 Charities Act 2011:

SPECIAL RESOLUTION

IT WAS RESOLVED THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signed: 

Director Evelyn Geok Peng Ong



THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

THE BRITISH ASSOCIATION OF PAEDIATRIC SURGEONS

TURCAN CONNELL
LEGAL • WEALTH MANAGEMENT • TAX

BRITAIN & IRELAND LEASING LIMITED, COMPANY NO. 115090
The British Association of Paediatric Surgeons
175, 177, 179, 181, 183, 185, 187, 189, 191, 193, 195, 197, 199, 201, 203, 205, 207, 209, 211, 213, 215, 217, 219, 221, 223, 225, 227, 229, 231, 233, 235, 237, 239, 241, 243, 245, 247, 249, 251, 253, 255, 257, 259, 261, 263, 265, 267, 269, 271, 273, 275, 277, 279, 281, 283, 285, 287, 289, 291, 293, 295, 297, 299, 301, 303, 305, 307, 309, 311, 313, 315, 317, 319, 321, 323, 325, 327, 329, 331, 333, 335, 337, 339, 341, 343, 345, 347, 349, 351, 353, 355, 357, 359, 361, 363, 365, 367, 369, 371, 373, 375, 377, 379, 381, 383, 385, 387, 389, 391, 393, 395, 397, 399, 401, 403, 405, 407, 409, 411, 413, 415, 417, 419, 421, 423, 425, 427, 429, 431, 433, 435, 437, 439, 441, 443, 445, 447, 449, 451, 453, 455, 457, 459, 461, 463, 465, 467, 469, 471, 473, 475, 477, 479, 481, 483, 485, 487, 489, 491, 493, 495, 497, 499, 501, 503, 505, 507, 509, 511, 513, 515, 517, 519, 521, 523, 525, 527, 529, 531, 533, 535, 537, 539, 541, 543, 545, 547, 549, 551, 553, 555, 557, 559, 561, 563, 565, 567, 569, 571, 573, 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2309, 2311, 2313, 2315, 2317, 2319, 2321, 2323, 2325, 2327, 2329, 2331, 2333, 2335, 2337, 2339, 2341, 2343, 2345, 2347, 2349, 2351, 2353, 2355, 2357, 2359, 2361, 2363, 2365, 2367, 2369, 2371, 2373, 2375, 2377, 2379, 2381, 2383, 2385, 2387, 2389, 2391, 2393, 2395, 2397, 2399, 2401, 2403, 2405, 2407, 2409, 2411, 2413, 2415, 2417, 2419, 2421, 2423, 2425, 2427, 2429, 2431, 2433, 2435, 2437, 2439, 2441, 2443, 2445, 2447, 2449, 2451, 2453, 2455, 2457, 2459, 2461, 2463, 2465, 2467, 2469, 2471, 2473, 2475, 2477, 2479, 2481, 2483, 2485, 2487, 2489, 2491, 2493, 2495, 2497, 2499, 2501, 2503, 2505, 2507, 2509, 2511, 2513, 2515, 2517, 2519, 2521, 2523, 2525, 2527, 2529, 2531, 2533, 2535, 2537, 2539, 2541, 2543, 2545, 2547, 2549, 2551, 2553, 2555, 2557, 2559, 2561, 2563, 2565, 2567, 2569, 2571, 2573, 2575, 2577, 2579, 2581, 2583, 2585, 2587, 2589, 2591, 2593, 2595, 2597, 2599, 2601, 2603, 2605, 2607, 2609, 2611, 2613, 2615, 2617, 2619, 2621, 2623, 2625, 2627, 2629, 2631, 2633, 2635, 2637, 2639, 2641, 2643, 2645, 2647, 2649, 2651, 2653, 2655, 2657, 2659, 2661, 2663, 2665, 2667, 2669, 2671, 2673, 2675, 2677, 2679, 2681, 2683, 2685, 2687, 2689, 2691, 2693, 2695, 2697, 2699, 2701, 2703, 2705, 2707, 2709, 2711, 2713, 2715, 2717, 2719, 2721, 2723, 2725, 2727, 2729, 2731, 2733, 2735, 2737, 2739, 2741, 2743, 2745, 2747, 2749, 2751, 2753, 2755, 2757, 2759, 2761, 2763, 2765, 2767, 2769, 2771, 2773, 2775, 2777, 2779, 2781, 2783, 2785, 2787, 2789, 2791, 2793, 2795, 2797, 2799, 2801, 2803, 2805, 2807, 2809, 2811, 2813, 2815, 2817, 2819, 2821, 2823, 2825, 2827, 2829, 2831, 2833, 2835, 2837, 2839, 2841, 2843, 2845, 2847, 2849, 2851, 2853, 2855, 2857, 2859, 2861, 2863, 2865, 2867, 2869, 2871, 2873, 2875, 2877, 2879, 2881, 2883, 2885, 2887, 2889, 2891, 2893, 2895, 2897, 2899, 2901, 2903, 2905, 2907, 2909, 2911, 2913, 2915, 2917, 2919, 2921, 2923, 2925, 2927, 2929, 2931, 2933, 2935, 2937, 2939, 2941, 2943, 2945, 2947, 2949, 2951, 2953, 2955, 2957, 2959, 2961, 2963, 2965, 2967, 2969, 2971, 2973, 2975, 2977, 2979, 2981, 2983, 2985, 2987, 2989, 2991, 2993, 2995, 2997, 2999, 3001, 3003, 3005, 3007, 3009, 3011, 3013, 3015, 3017, 3019, 3021, 3023, 3025, 3027, 3029, 3031, 3033, 3035, 3037, 3039, 3041, 3043, 3045, 3047, 3049, 3051, 3053, 3055, 3057, 3059, 3061, 3063, 3065, 3067, 3069, 3071, 3073, 3075, 3077, 3079, 3081, 3083, 3085, 3087, 3089, 3091, 3093, 3095, 3097, 3099, 3101, 3103, 3105, 3107, 3109, 3111, 3113, 3115, 3117, 3119, 3121, 3123, 3125, 3127, 3129, 3131, 3133, 3135, 3137, 3139, 3141, 3143, 3145, 3147, 3149, 3151, 3153, 3155, 3157, 3159, 3161, 3163, 3165, 3167, 3169, 3171, 3173, 3175, 3177, 3179, 3181, 3183, 3185, 3187, 3189, 3191, 3193, 3195, 3197, 3199, 3201, 3203, 3205, 3207, 3209, 3211, 3213, 3215, 3217, 3219, 3221, 3223, 3225, 3227, 3229, 3231, 3233, 3235, 3237, 3239, 3241, 3243, 3245, 3247, 3249, 3251, 3253, 3255, 3257, 3259, 3261, 3263, 3265, 3267, 3269, 3271, 3273, 3275, 3277, 3279, 3281, 3283, 3285, 3287, 3289, 3291, 3293, 3295, 3297, 3299, 3301, 3303, 3305, 3307, 3309, 3311, 3313, 3315, 3317, 3319, 3321, 3323, 3325, 3327, 3329, 3331, 3333, 3335, 3337, 3339, 3341, 3343, 3345, 3347, 3349, 3351, 3353, 3355, 3357, 3359, 3361, 3363, 3365, 3367, 3369, 3371, 3373, 3375, 3377, 3379, 3381, 3383, 3385, 3387, 3389, 3391, 3393, 3395, 3397, 3399, 3401, 3403, 3405, 3407, 3409, 3411, 3413, 3415, 3417, 3419, 3421, 3423, 3425, 3427, 3429, 3431, 3433, 3435, 3437, 3439, 3441, 3443, 3445, 3447, 3449, 3451, 3453, 3455, 3457, 3459, 3461, 3463, 3465, 3467, 3469, 3471, 3473, 3475, 3477, 3479, 3481, 3483, 3485, 3487, 3489, 3491, 3493, 3495, 3497, 3499, 3501, 3503, 3505, 3507, 3509, 3511, 3513, 3515, 3517, 3519, 3521, 3523, 3525, 3527, 3529, 3531, 3533, 3535, 3537, 3539, 3541, 3543, 3545, 3547, 3549, 3551, 3553, 3555, 3557, 3559, 3561, 3563, 3565, 3567, 3569, 3571, 3573, 3575, 3577, 3579, 3581, 3583, 3585, 3587, 3589, 3591, 3593, 3595, 3597, 3599, 3601, 3603, 3605, 3607, 3609, 3611, 3613, 3615, 3617, 3619, 3621, 3623, 3625, 3627, 3629, 3631, 3633, 3635, 3637, 3639, 3641, 3643, 3645, 3647, 3649, 3651, 3653, 3655, 3657, 3659, 3661, 3663, 3665, 3667, 3669, 3671, 3673, 3675, 3677, 3679, 3681, 3683, 3685, 3687, 3689, 3691, 3693, 3695, 3697, 3699, 3701, 3703, 3705, 3707, 3709, 3711, 3713, 3715, 3717, 3719, 3721, 3723, 3725, 3727, 3729, 3731, 3733, 3735, 3737, 3739, 3741, 3743, 3745, 3747, 3749, 3751, 3753, 3755, 3757, 3759, 3761, 3763, 3765, 3767, 3769, 3771, 3773, 3775, 3777, 3779, 3781, 3783, 3785, 3787, 3789, 3791, 3793, 3795, 3797, 3799, 3801, 3803, 3805, 3807, 3809, 3811, 3813, 3815, 3817, 3819, 3821, 3823, 3825, 3827, 3829, 3831, 3833, 3835, 3837, 3839, 3841, 3843, 3845, 3847, 3849, 3851, 3853, 3855, 3857, 3859, 3861, 3863, 3865, 3867, 3869, 3871, 3873, 3875, 3877, 3879, 3881, 3883, 3885, 3887, 3889, 3891, 3893, 3895, 3897, 3899, 3901, 3903, 3905, 3907, 3909, 3911, 3913, 3915, 3917, 3919, 3921, 3923, 3925, 3927, 3929, 3931, 3933, 3935, 3937, 3939, 3941, 3943, 3945, 3947, 3949, 3951, 3953, 3955, 3957, 3959, 3961, 3963, 3965, 3967, 3969, 3971, 3973, 3975, 3977, 3979, 3981, 3983, 3985, 3987, 3989, 3991, 3993, 3995, 3997, 3999, 4001, 4003, 4005, 4007, 4009, 4011, 4013, 4015, 4017, 4019, 4021, 4023, 4025, 4027, 4029, 4031, 4033, 4035, 4037, 4039, 4041, 4043, 4045, 4047, 4049, 4051, 4053, 4055, 4057, 4059, 4061, 4063, 4065, 4067, 4069, 4071, 4073, 4075, 4077, 4079, 4081, 4083, 4085, 4087, 4089, 4091, 4093, 4095, 4097, 4099, 4101, 4103, 4105, 4107, 4109, 4111, 4113, 4115, 4117, 4119, 4121, 4123, 4125, 4127, 4129, 4131, 4133, 4135, 4137, 4139, 4141, 4143, 4145, 4147, 4149, 4151, 4153, 4155, 4157, 4159, 4161, 4163, 4165, 4167, 4169, 4171, 4173, 4175, 4177, 4179, 4181, 4183, 4185, 4187, 4189, 4191, 4193, 4195, 4197, 4199, 4201, 4203, 4205, 4207, 4209, 4211, 4213, 4215, 4217, 4219, 4221, 4223, 4225, 4227, 4229, 4231, 4233, 4235, 4237, 4239, 4241, 4243, 4245, 4247, 4249, 4251, 4253, 4255, 4257, 4259, 4261, 4263, 4265, 4267, 4269, 4271, 4273, 4275, 4277, 4279, 4281, 4283, 4285, 4287, 4289, 4291, 4293, 4295, 4297, 4299, 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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH ASSOCIATION OF PAEDIATRIC SURGEONS

1. INTERPRETATION

1.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.

1.2 In the Articles, unless the context indicates another meaning:

'the Articles' or **'these Articles'** means the Charity's Articles of Association and **'Article'** refers to a particular Article;

'Chairman' means the chairman of a meeting;

'the Charity' means the company governed by the Articles;

'the Charities Act' means the Charities Act 2011;

'charity trustee' has the meaning prescribed by section 177 of the Charities Act;

'clear day' in relation to the giving of notice does not include the day on which notice is deemed to be given or the day of the meeting or other event or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Act 2006;

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, but (for the

avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;

'**constitution**' means the Articles and any special resolutions relating to them;

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

'**electronic means**' refers to communications addressed to specified individuals by fax or email or, in relation to meetings, by telephone conference call or video conference;

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

'**financial year**' means the Charity's financial year;

'**firm**' includes a limited liability partnership;

'**indemnity insurance**' has the meaning prescribed by the Charities Act;

'**material benefit**' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'**Member**' and '**Membership**' refer to company Membership of the Charity;

'**month**' means calendar month;

'**nominee company**' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'**ordinary resolution**' means a resolution of the Members that is passed by a simple majority;

'**the Objects**' means the Objects of the Charity as defined in Article 3.1;

'**Resolution in writing**' means a written resolution of the Trustees;

'**Secretary**' means a company secretary;

'**special resolution**' means a resolution of the Members that is passed by a majority of 75% or more;

'**taxable trading**' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'**Trustee**' means a director of the Charity and '**Trustees**' means the directors;

'**written**' or '**in writing**' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper including a fax message or electronic mail;

'**written resolution**' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year except in Article 5 where it shall mean the period between one Annual Meeting of the Subscribing Members and the next Annual Meeting of the Subscribing Members.

- 1.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.
- 1.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.5 References to one gender shall include any other gender.

2. NAME AND REGISTERED OFFICE

- 2.1 The **Charity's** name is "The British Association of Paediatric Surgeons".
- 2.2 The Charity's Registered Office is to be situated in England.

3. OBJECTS

- 3.1 The Object of the Charity is to advance education for the public benefit of paediatric surgery by carrying out research and publishing the useful results into the public domain and by fostering professional relations with paediatric surgeons overseas.
- 3.2 This **Article 3** may be amended by **special resolution** but only with the prior **written** consent of **the Commission**.

4. POWERS

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

- 4.1 to provide advice or information;
- 4.2 to carry out and distribute the findings of research;
- 4.3 to co-operate with other bodies, surgeons and associated bodies or individuals;
- 4.4 to support, administer or set up other charities;
- 4.5 to accept gifts, donations and legacies, whether subject to conditions or not, and to raise funds (but not by means of **taxable trading**);
- 4.6 to open bank accounts and to borrow money;
- 4.7 to give security for loans or other obligations (but only in accordance with the restrictions imposed by **the Charities Act**);
- 4.8 to acquire or hire or otherwise deal with property of any kind;

- 4.9 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.10 to set aside funds for special purposes or as reserves against future expenditure;
- 4.11 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 4.12 to delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a **year**;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Charity;
- 4.13 to arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 4.14 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required;
- 4.15 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required, including the purchase of trustee **indemnity insurance**, and to indemnify any of its office bearers, **Members**, employees, voluntary workers and all others acting within the authority of the Charity against all such risks as the Charity shall think fit and which are incurred in the course of the performance of official duties;
- 4.16 subject to Article 8.3, to employ paid or unpaid agents, staff or advisers;
- 4.17 to enter into contracts to provide services to or on behalf of other bodies;
- 4.18 to establish or acquire subsidiary companies;

4.19 to do anything else within the law which promotes or helps to promote the Objects.

5. THE TRUSTEES

5.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.

5.2 The first Trustees of the Charity shall be those persons notified to Companies House on form IN01 as the first Directors of the Charity. The terms of office of the first Trustees shall be calculated with reference to the dates that they were appointed to equivalent positions in the unincorporated association of the same name, prior to the Charity's incorporation and change in legal form, and, subject to Article 5.13, they shall be appointed to serve for the remainder of the term for which they were appointed to hold office in the unincorporated association.

5.3 Trustees, other than the first Trustees, shall be elected by the Full Subscribing Members under Article 5.6 or co-opted by the Trustees under Article 5.11, with reference at all times to the required composition of the board of Trustees and the terms for which a Trustee may serve in terms of this Article 5.

5.4 The Trustees when complete shall consist of at least six and not more than ten persons who, being individuals, are over the age of 18, all of whom must support the Objects and who are elected or appointed in accordance with this Article 5. A Trustee may not act as a Trustee unless he is a Full Subscribing Member and has signed a written declaration of willingness to act as a charity trustee of the Charity.

5.5 The Trustees shall, so far as possible, at all times include:-

- (1) the President;
- (2) the President Elect, or, where there is no President Elect, the immediate Past-President;
- (3) the Honorary Secretary;
- (4) the Secretary Elect, or, where there is no Secretary Elect, the immediate Past-Secretary;
- (5) the Honorary Treasurer;
- (6) the Treasurer Elect, or, where there is no Treasurer Elect, the immediate Past-Treasurer;
- (7) a Trustee practising in Southern England or Wales;
- (8) a Trustee practising in the Midlands or the North of England; and
- (9) a Trustee practising in Scotland or Ireland.

5.6 Trustees elected to the offices set out in Article 5.5 must be nominated by two Full Subscribing Members in accordance with any procedures and timescales prescribed by the Trustees, and shall be elected as follows:-

- (1) In the absence of more than one valid nomination being submitted for any vacancy, the sole valid nominee shall be automatically appointed to the vacancy without any requirement for a ballot.
 - (2) If more than one valid nomination is received for any vacancy, a ballot of the Full Subscribing Members shall be conducted in advance of or at a Subscribing Members' Meeting. Any ballot shall be held in such form as the Trustees may prescribe, which may include a postal or electronic vote (with appropriate security), and, in the absence of any determination to the contrary, the ballot shall be conducted using the single transferable vote (preferential voting) system and shall adhere to guidelines set down by the Electoral Reform Society. The result of any ballot will be announced at the next Subscribing Members' Meeting.
- 5.7 The President will be elected at least one **year** prior to taking up office, and shall take up office as President at a time to be determined by the Trustees, which shall normally be at an Annual Meeting of the Subscribing Members. The President shall be appointed as President for a term not exceeding two years and shall not be eligible for re-appointment as President unless the President Elect is unable to take up the post and the board of Trustees determines that special circumstances dictate that the President should continue to serve as President for a specified period.
- 5.8 The Honorary Secretary and the Honorary Treasurer will each be elected at least six **months** prior to taking up office, and shall take up office as Honorary Secretary or Honorary Treasurer at a time to be determined by the Trustees, which shall normally be at the following Annual Meeting of the Subscribing Members. The Honorary Secretary and Honorary Treasurer shall each be appointed for a term not exceeding three years, and shall not normally be replaced at the same time.
- 5.9 The duly elected President, Honorary Secretary and Honorary Treasurer shall be known respectively as the "President Elect", "Secretary Elect" and "Treasurer Elect" from the date of their election until such date as they take up the office to which they were appointed. Upon vacating the office to which they were appointed, they shall be known respectively as the "immediate Past-President", "immediate Past-Secretary" and "immediate Past-Treasurer" until such time as a new President Elect, Secretary Elect or Treasurer Elect is installed.
- 5.10 Regional Trustees elected in terms of Articles 5.5(7) to 5.4(9) will be elected to take up office at a time to be determined by the Trustees, which shall normally be at the following Annual Meeting of the Subscribing Members. Regional Trustees shall be appointed for a term not exceeding three years and one new Regional Trustee shall normally be elected each year.
- 5.11 The Trustees may at any time co-opt any individual who is eligible under this Article 5 to act as a Trustee, either to fill a vacancy arising other than upon the expiry of a Trustee's term of office or (subject to the maximum number permitted by Article 5.4) as an additional Trustee. A co-opted Trustee shall

hold office only until the next Annual Meeting of the Subscribing Members, but where a co-opted Trustee is subsequently elected as a Trustee, any period served as a co-opted Trustee shall not count towards his term of office as an elected Trustee.

- 5.12 Except where specifically stated otherwise, a retiring Trustee who is eligible under this Article 5 may be reappointed or re-elected as a Trustee.
- 5.13 A Trustee's term of office as such automatically terminates if he:
- (1) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
 - (2) is disqualified under the Charities Act from acting as a charity trustee;
 - (3) is incapable, whether mentally or physically, of managing his own affairs;
 - (4) is absent without permission for more than nine months from meetings of the Trustees held during that period and the Trustees resolve that his office be vacated; or
 - (5) is removed by the Members at a General Meeting under section 168 of **the Companies Act**.
- 5.14 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6. TRUSTEES' PROCEEDINGS

- 6.1 The Trustees must hold at least two meetings each year.
- 6.2 A quorum at a meeting of the Trustees is at least three Trustees or one third of the Trustees then acting (if greater), or such other number as the Trustees may from time to time decide. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which he is not entitled to vote.
- 6.3 The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Trustee may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising or requiring the **Secretary** (if there is one) to give such notice. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
- 6.4 A meeting of the Trustees may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants.
- 6.5 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present, shall preside at each meeting.

- 6.6 Any issue may be determined by a simple majority of the votes cast at a meeting, with every Trustee having one vote on each issue, and in the case of an equality of votes the **Chairman** shall have a second or casting vote.
- 6.7 A **resolution in writing** agreed by a majority of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution is as valid as a resolution passed at a meeting, provided that the number of Trustees who approve the resolution is at least as many as would be required to form a quorum at a meeting of the Trustees and provided that the proposed resolution has been notified to all of the Trustees. For this purpose the resolution may be contained in more than one document.
- 6.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 6.9 If the number of Trustees is reduced below the minimum number prescribed by or in accordance with **these Articles**, the continuing Trustee or Trustees may act for the purpose of filling up such vacancies or summoning a General Meeting, but not for any other purpose.

7. TRUSTEES' POWERS

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 7.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 7.2 To appoint honorary officers from among their number.
- 7.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. No resolution of any committee shall be effective unless such resolution is approved by the Trustees, and all proceedings of committees must be reported promptly to the Trustees.
- 7.4 To make regulations consistent with the Articles and the Companies Act to govern:
- (1) proceedings at General Meetings;
 - (2) proceedings at Subscribing Members' Meetings;
 - (3) their proceedings and proceedings of committees;
 - (4) the administration of the Charity and the use of its seal (if any).
 - (5) the procedures for the resolution of disputes or differences within the Charity.
- 7.5 To exercise any powers of the Charity which are not reserved to the Members in terms of the Companies Act or these Articles and which are not reserved to the Subscribing Members in terms of these Articles.

8. BENEFITS

- 8.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members, but, subject to compliance with Article 9, Members, Trustees and **Connected Persons** may be paid interest at a reasonable rate on money lent to the Charity, may be paid a reasonable rent or hiring fee for property let or hired to the Charity, and may receive charitable benefits on the same terms as any other beneficiaries of the Charity.
- 8.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:
- (1) as mentioned in Articles 8.1 or 8.3;
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - (3) the benefit of indemnity insurance as permitted by the Charities Act;
 - (4) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings); and
 - (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and, where required by the Companies Act, the approval or affirmation of the Members).
- 8.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 8.2(5), but any Trustee or Connected Person may enter into a written contract with the Charity as permitted by the Charities Act to supply goods or services in return for payment or other material benefit if:
- (1) the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
 - (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 9; and
 - (3) fewer than half of the Trustees are subject to such a contract in any **financial year** (or have a person connected to them who is subject to such a contract).

CONFLICTS

- 9.1 A Trustee must avoid a situation in which he becomes a **Conflicted Trustee**. This duty is not infringed if:-
- (1) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (2) the situation is authorised by the Trustees in accordance with Article 9.3.

- 9.2 Any Trustee who becomes a Conflicted Trustee in relation to any matter must, unless the situation is authorised in accordance with Article 9.3:
- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (2) after providing any information requested by the Trustees, take no part in the meeting for that item;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) have no vote on the matter.
- 9.3 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Charity, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or
 - (4) refrain from taking any step required to remove the conflict.
- 9.4 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

10. MEMBERSHIP

- 10.1 Each guarantor member of the Charity shall be a Member for the purpose of the Companies Act and shall be known as a "Member" or "Guarantor Member". The Charity must maintain a register of Members.
- 10.2 The subscribers to the Memorandum of Association of the Charity and all persons that are appointed as Trustees of the Charity in accordance with these Articles shall become Guarantor Members of the Charity. Guarantor Membership of the Charity shall consist of only the Trustees of the Charity, and a person will be deemed to have been admitted as a Guarantor Member on the date on which he is appointed as a Trustee of the Charity.
- 10.3 A Guarantor Member may resign from Membership only when he resigns as a Trustee of the Charity, and any event which terminates the office of Trustee shall automatically terminate Guarantor Membership. Guarantor Membership shall not be transferable and shall cease on death. For the avoidance of doubt, Guarantor Members may also be Subscribing Members in terms of Article 11

and termination of Guarantor Membership shall not terminate Subscribing Membership.

11. SUBSCRIBING MEMBERSHIP

- 11.1 The Trustees shall also have power to admit Subscribing Members, who shall be individuals who wish to be associated with or involved with the work of the Charity and who, in the opinion of the Trustees, should be admitted as Subscribing Members. Subscribing Members shall be entitled to receive notice of and attend any meetings of the Subscribing Members, to attend the Charity's open scientific meeting, and shall have such other powers (if any) as may be specified by these Articles or otherwise granted to them or to a classification or sub-classification of them by the Trustees by regulation (such powers not to be inconsistent with these Articles or the Companies Act), but they shall not be Members of the Charity for the purposes of the Companies Act. References to Members in these Articles shall not include a reference to the Subscribing Members unless the context requires otherwise.
- 11.2 There shall be two categories of Subscribing Membership:-
- (1) Full Subscribing Membership, and
 - (2) Associate Subscribing Membership.
- 11.3 Full Subscribing Membership shall be open to:-
- (1) Ordinary members, being consultant surgeons living in the British Isles who engage in paediatric surgical practice (including paediatric urology) as a major component of their work; and
 - (2) A maximum of ten overseas members, being consultant surgeons (or the equivalent) outside the British Isles who engage in paediatric surgical practice or paediatric urology as a major component of their work;
- whom the Trustees deem appropriate, either unanimously or by a specified percentage to be agreed (and if not so agreed the specified percentage will be not less than 75%), to be Subscribing Members of the Charity.
- 11.4 Associate Subscribing Membership shall be open to:-
- (1) Overseas members who are not admitted as Full Subscribing Members under Article 11.3 above;
 - (2) Honorary members, being surgeons or others who have made outstanding contributions to paediatric surgery or urology;
 - (3) Senior members, being former Full Subscribing Members who are subsequently admitted as senior members upon their retirement from hospital practice; and
 - (4) Associate members, being those in the UK and overseas who are surgeons in training grades, non-consultant career grades in paediatric surgery, or consultants in related specialties;

whom the Trustees deem appropriate, either unanimously or by a specified percentage to be agreed (and if not so agreed the specified percentage will be not less than 75%), to be Subscribing Members of the Charity.

- 11.5 The form and the procedure for applying for Subscribing Membership shall be prescribed by the Trustees, but individuals who were Members in the unincorporated association of the same name immediately prior to the Charity's incorporation and change in legal form shall be admitted to Subscribing Membership automatically. All individuals who were Council Members of the unincorporated association and held voting rights shall be admitted as Full Subscribing Members, and all other members of the unincorporated association shall be admitted as Associate Subscribing Members in the equivalent sub-classification to their previous membership.
- 11.6 There shall be a subscription payable annually by Full Subscribing Members and by such classification(s) or sub-classification(s) of Associate Subscribing Members as may be determined by the Trustees from time to time. The Trustees may determine the level and terms of such subscriptions, and no Subscribing Member shall be entitled to exercise his rights as a Subscribing Member until such time as all moneys presently payable by him to the Charity have been paid.
- 11.7 Subscribing Membership is not transferable and shall cease:-
- (1) on death;
 - (2) on receipt of the Subscribing Member's resignation;
 - (3) if the subscription payable by the Subscribing Member is over six months overdue; or
 - (4) if the Subscribing Member is removed from Subscribing Membership by a resolution of the Trustees that it is in the best interests of the Charity that Subscribing Membership be terminated. A resolution to remove a Subscribing Member may only be passed if the Subscribing Member has been given at least fourteen **clear days'** notice in writing of the meeting of the proposed resolution and the grounds on which it is proposed, and after considering any written representations received from the Subscribing Member within fourteen clear days of receiving notice.

12. GENERAL MEETINGS

- 12.1 General Meetings are Meetings of the Guarantor Members and shall not normally be held unless required in order to consider a Members' resolution under the Companies Act, but such number of General Meetings, if any, may be held as is thought necessary or desirable.
- 12.2 Any resolution which is required under the Companies Act to be passed by the Members, including (without prejudice to the foregoing generality) a special resolution to amend these Articles under section 21 of the Companies Act or to amend the Charity's name under section 78 of the Companies Act,

or an **ordinary resolution** to appoint auditors under section 485 of the Companies Act, may be passed only by the Members.

- 12.3 Members are entitled to attend General Meetings in person or by proxy in accordance with Article 12.13.
- 12.4 General Meetings must be called on at least 14 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 12.5 A General Meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees.
- 12.6 There is a quorum at a General Meeting if the number of Members present in person or by proxy is at least six, or two thirds of the total number of Members, whichever is the lower.
- 12.7 The President shall preside as Chairman at every General Meeting but, if there is no President or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting or is for any reason unable or unwilling to preside, the Trustees present shall choose one of their number to preside.
- 12.8 Except where otherwise provided by the Articles or the Companies Act, every issue shall be decided by ordinary resolution.
- 12.9 Every Member present in person or by proxy has one vote on each issue. A resolution at a General Meeting shall be decided by a show of hands, unless a poll is demanded on or before the declaration of the result.
- 12.10 A poll shall be held if it is demanded (and the demand is not withdrawn prior to the poll being taken) by:
- (1) the Chairman of the meeting;
 - (2) at least two persons having the right to vote at the meeting; or
 - (3) any person or persons having the right to vote at the meeting representing at least 10% of the voting rights of the Members having the right to vote at the meeting;
- and any poll shall be taken in such manner as the Chairman of the meeting directs, save that a poll demanded on the election of the Chairman or on the question of an adjournment must be taken immediately.
- 12.11 The Chairman may with the consent of a quorate meeting (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting. It shall not be necessary to give any notice of an adjournment except where the meeting has been adjourned for 30 days or more (when notice of the adjourned meeting shall be given as in the case of an original meeting).

- 12.12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a General Meeting or a **Written Resolution**.
- 12.13 (1) A proxy appointed to attend and vote at any meeting shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Charity himself. Proxies may only be validly appointed by a notice in writing which is in such form as is acceptable to the Trustees, who may specify the form of the proxy, and is delivered to the Charity at least 48 hours before the time appointed for the meeting or poll to which it relates.
- (2) Proxy notices may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions and, unless it indicates otherwise, it must be treated as allowing the proxy discretion as to how to vote on any ancillary or procedural resolutions and as appointing the proxy for any adjournment of that meeting.
- (3) A person who is entitled to attend, speak or vote 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, and where a person exercises his entitlement to vote on a matter, the proxy shall not be entitled to vote.

13. SUBSCRIBING MEMBERS' MEETINGS

- 13.1 Subscribing Members shall be entitled to receive notice of and attend meetings of the Subscribing Members. Such meetings and the proceedings of any such meetings shall be governed, *mutatis mutandis*, by the provisions of Articles 12.4 – 12.12 so far as the same are applicable and are not superseded by these Articles or by any regulations made by the Trustees.
- 13.2 A Subscribing Members' Meeting may be called by the Trustees at any time and must be called within 28 days of a written request from one or more Trustees, or at least 10% of the Subscribing Members.
- 13.3 There is a quorum at a Subscribing Members' Meeting if the number of Subscribing Members present in person or by proxy is at least ten.
- 13.4 Except where otherwise provided, every issue shall be decided by majority vote, and proxy voting shall not be permitted.
- 13.5 The Charity must hold a minimum of two Subscribing Members' meetings each year (to be known as the Annual Meeting and the Winter Meeting), and may hold such additional meetings as it sees fit.
- 13.6 Voting rights at Subscribing Members' meetings shall be determined with reference to any powers granted by the Trustees to the Subscribing Members or to a classification or sub-classification of them under Article 11.1, but, in the absence of any determination to the contrary, only Full Subscribing Members shall be entitled to vote on any matter arising at a Subscribing Members' Meeting.

13.7 At the Annual Meeting the Subscribing Members must:

- (1) receive a report on the Charity's activities, and may receive a copy of the accounts of the Charity for the previous financial year;
- (2) be informed of the retirement of those Trustees who wish to retire or who are retiring by virtue of the termination of their period of office;
- (3) elect Trustees to fill the vacancies arising, or receive notification of the results of any election carried out in advance of the Annual Meeting;

and the Annual Meeting shall also normally include an open scientific meeting (for which a record of all participants shall be kept by the Secretary) and a social meeting which shall be open to all those participating in the Annual Meeting or the scientific meeting and their guests.

13.8 Subscribing Members may also at meetings of the Subscribing Members from time to time:

- (1) confer on any individual (with his consent) the honorary title of Patron, President or Vice-President of the Charity; and
- (2) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

14. WRITTEN RESOLUTIONS

14.1 Except where otherwise provided by the Articles or the Companies Act, a written resolution of the Guarantor Members (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a General Meeting.

14.2 Any resolution that may be passed validly at a General Meeting may be passed as a written resolution, except a resolution to remove a Trustee or an auditor before his period of office expires.

14.3 A written resolution may be set out in more than one document and is passed when:-

- (1) a copy of the proposed resolution has been sent to every Member who would have been entitled to vote upon it if it had been proposed at a General Meeting; and
- (2) a simple majority (or in the case of a special resolution, at least 75%) of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days of the circulation date.

15. RECORDS AND ACCOUNTS

15.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of all information required by law including:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

15.2 The Trustees must also keep records of:

- (1) all proceedings at meetings of the Trustees;
- (2) all proceedings at General Meetings;
- (3) all resolutions in writing passed by the Trustees;
- (4) all written resolutions passed by the Members;
- (5) all reports of committees; and
- (6) all professional advice obtained.

15.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

15.4 A copy of the Charity's **constitution** and latest available statement of account must be supplied on request to any Trustee free of charge. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

16. COMMUNICATIONS

16.1 Notices and other documents to be served on Guarantor Members, Subscribing Members or Trustees under the Articles or the Companies Act may be served:

- (1) by handing it to the recipient personally or delivering it by hand to the individual's address;
- (2) by sending it by post or courier with postage or delivery paid;
- (3) by suitable electronic means including sending it by e-mail or fax; or
- (4) by posting it on the Charity's website and giving notification of its posting.

16.2 Where a notice is served upon a Guarantor Member (in his capacity as such) under Article 16.1 above, the Member's general or specific consent shall be required for the use of electronic communication, and any communications sent electronically must comply with section 1168 of the Companies Act. Any

notice sent by e-mail or fax must be sent to the e-mail address or fax number which the Member has given the Charity for the purpose of electronic communications. Where website notification is used, the notification must comply with the requirements of the Companies Act and in particular with section 309. The only address at which a Guarantor Member is entitled to receive notices by post is an address in the U.K. shown in the register of Members.

- 16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address;
 - (2) two clear days after being sent by first class post to that address;
 - (3) three clear days after being sent by second class or overseas post to that address;
 - (4) immediately on being handed to the recipient personally;
- or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.
- 16.4 A technical defect in service or giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 16.5 Notices and other documents to be served on the Charity by Members, Subscribing Members or Trustees may be served:
- (1) by sending it by post or courier with postage or delivery paid, or by delivering it by hand to the Charity's Registered Office or any other address specified by the Charity for the purpose; or
 - (2) by sending it by e-mail or fax to any e-mail address or fax number provided by the Charity for the purpose.

17. LIMITED LIABILITY AND GUARANTEE

- 17.1 The liability of the Members is limited.
- 17.2 Every Member promises, if the Charity is dissolved while he remains a Member or within one year after he ceases to be a member, to pay up to £1 towards:
- (1) payment of those debts and liabilities of the Charity incurred before he ceased to be a Member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) the adjustment of rights of contributors among themselves.

18. DISSOLUTION

18.1 If the Charity is dissolved or to be dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance

18.2 A final report and statement of account must be sent to the Commission.

18.3 This Article 18 may be amended by special resolution of the Guarantor Members, but only with the prior written consent of the Commission.