ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of JEWISH GENETIC DISORDERS UK (as amended by Special Resolution dated 21 February 2010)

1. THE COMPANY'S NAME IS JEWISH GENETIC DISORDERS UK

(and in this document it is called the charity)

2. INTERPRETATION

2.1 In these articles

“address” means a postal address or for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity,

“the articles” means the charity’s articles of association,

“the charity” means the company intended to be regulated by these articles,

“clear days” in relation to the period of a notice means a period excluding

• the day when the notice is given or deemed to be given, and

• the day for which it is given or on which it is to take effect,

“the Commission” means the Charity Commission for England and Wales,

“Companies Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,

“the directors” means the directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“Jewish Genetic Disorders” means genetic disorders which have a higher prevalence among people with Jewish ancestry,

“JGD” means Jewish Genetic Disorders,

“the memorandum” means the charity’s memorandum of association,
"officers" includes the Directors and the secretary (if any),

"the seal" means the common seal of the charity if it has one,

"secretary" means any person appointed to perform the duties of the secretary of the charity, and

"the United Kingdom" means Great Britain and Northern Ireland

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

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

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

3. LIABILITY OF MEMBERS

3.1 The liability of the members is limited

3.2 Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

4. OBJECTS

The charity's objects ("Objects") are

"The relief of sickness and the protection and promotion of good health through research into the treatment and prevention of Jewish genetic disorders and the dissemination of the useful results of such research" ¹

5. POWERS

5.1 The charity has power to do anything which is calculated to further its Object(s) or is conductive or identical to doing so. In particular, the charity has power

5.1.1 to provide a national reference point for individuals and organisations concerned with Jewish Genetic Disorders,

¹ Note: Article 4 was amended by a special resolution dated 21 February 2010
to collect and disseminate information on all matters affecting the Objects and exchange such information with other bodies having similar objects whether in this country or overseas,

to promote and provide for education, training, research and the dissemination and interchange of knowledge and information and to advertise,

to promote, organise and participate in conferences, seminars and meetings, national or international, inside or outside of the UK, in order to study and discuss any aspect of Jewish Genetic Disorders,

to

monitor progress of research into Jewish Genetic Disorders in the UK and internationally,

coopoperate with organisations with similar aims and purposes,

coopoperate with appropriate international agencies, and

establish and maintain a UK based Patient Advisory Council comprising persons with Jewish Genetic Disorders, which Council will inter alia provide the Chantry with on-going guidance and feedback on the needs and wishes of such patients and their families,

to promote, encourage or undertake research and disseminate the results of such research,

to produce, print or otherwise reproduce and circulate, or cause to be produced, printed or otherwise reproduced and circulated, gratuitously or otherwise, anything in written, oral or visual media in furtherance of the Objects,

to arrange and provide for or join in arranging and providing for the holding of exhibitsons, meetings, lectures, classes, seminars and training courses,

to act as an umbrella group to voluntary organisations which are concerned with Jewish Genetic Disorders,

to establish where necessary additional local or international branches of the Chantry (whether autonomous or not)

to raise funds In doing so, the chany must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,

to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,

to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,

to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that clause,

to

1. deposit or invest funds,

2. employ a professional fund-manager, and

3. arrange for the investments or other property of the charity to be held in the name of a nominee,

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

to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993,

to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity,

APPLICATION OF INCOME AND PROPERTY
6. UNIVERSAL CLAUSES

6.1 The income and property of the charity shall be applied solely towards the promotion of the Objects

6.2

6.2.1 A Director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity

6.2.2 A Director may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

6.2.3 A Director may receive an indemnity from the charity in the circumstances specified in Article 55

6.3 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Director receiving

6.3.1 a benefit from the charity in the capacity of a beneficiary of the charity,

6.3.2 reasonable and proper remuneration for any goods or services supplied to the charity

Directors' benefits

Provision of goods and services, employment, other remuneration/financial benefits – directors/connected persons

6.4 No Director or connected person may

6.4.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public,

6.4.2 sell goods, services, or any interest in land to the charity,

6.4.3 be employed by, or receive any remuneration from, the charity,

6.4.4 receive any other financial benefit from the charity,

6.5

6.5.1 the payment is permitted by article 6.6.1 to 6.6.7, or
652 the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

Scope and powers permitting directors' connected persons' benefits

66

661 A Director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity

662 A Director or connected person may enter into a contract for the supply services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993

663 Subject to article 67 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person

664 A Director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors

665 A Director or connected person may receive rent for premises let by the Director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director or connected person shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

666 The Directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993

667 A Director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

PAYMENT FOR SUPPLY OF GOODS ONLY - CONTROLS

67 The charity and its directors may only rely upon the authority provided by article 663 if each of the following conditions are satisfied

671 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between

6711 The charity or the directors (as the case may be), and

6712 The Director or connected person supplying the goods ("the Supplier") under which the supplier is to supply the goods in question to or on behalf of the charity
672 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question

673 The other Directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

674 The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

675 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Directors is present at the meeting.

676 The reason for their decision is recorded by the Directors in the minute book.

677 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 6.6.

68 In sub-clauses (2)-(7) of this article 6 “charity” shall include any company in which the charity:

681 holds more than 50% of the shares, or

682 controls more than 50% of the voting rights attached to the shares, or

683 has the right to appoint one or more directors to the Board of the company,

69 In sub-clause 6 of this article 6, sub-clause (2) of article 44 and sub-clause (2) of article 45 “connected person” means:

691 a child, parent, grandchild, grandparent, brother or sister of the Director,

692 the spouse or civil partner of the Director or of any person falling within paragraph 691,

693 a person carrying on business in partnership with the director or with any person falling within paragraph 691 or 692 above,

694 an institution which is controlled-

6941 by the Director or any connected person falling within Paragraph 691, 692, 693 above, or

6942 by two or more persons falling within sub-paragraph 691, when taken together

695 a body corporate in which –
6951 the Director or any connected person falling within Paragraphs 691 to 693 has a substantial interest, or

6952 two or more persons falling within sub paragraph 691 who, when taken together, have a substantial interest

696 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

7. MEMBERS

7.1 The subscribers to the memorandum are the first members of the charity

7.2 Membership is open to other individuals or organisations who

7.2.1 Apply to the charity in the form required by the Directors, and

7.2.2 Are approved by the Directors,

7.3 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application

7.3.2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

7.3.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final

7.4 Membership is not transferable

7.5 The Directors must keep a register of names and addresses of the members

8. CLASSES OF MEMBERSHIP

8.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

8.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership

8.3 The rights attached to a class of membership may only be varied if

8.3.1 three-quarters of the members of that class consent in writing to the variation, or

8.3.2 a special resolution is passed at a separate general meeting agreeing to the variation
8 4 The provisions in the articles about general meetings shall apply to any meeting relating to
the variation of the rights of any class of members

9. TERMINATION OF MEMBERSHIP

9 1 Membership is terminated if

9 1 1 the member dies or, if it is an organisation, ceases to exist,

9 1 2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,

9 1 3 any sum due from the member to the charity is not paid in full within six months of it falling due,

9 1 4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if

9 1 4 1 the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,

9 1 4 2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

10. GENERAL MEETINGS

10 1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation

10 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

11. The Directors may call a general meeting at any time

12. NOTICE OF GENERAL MEETINGS.

12 1 The minimum periods of notice required to hold a general meeting of the charity are

12 1 1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

12 1 2 fourteen clear days for all other general meetings

12 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights
12.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 20.

12.4 The notice must be given to all the members and to the Directors and auditors.

13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 No business shall be transacted at any general meeting unless a quorum is present.

14.2 A quorum is

14.2.1 three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

14.2.2 one-tenth of the total membership at the time

whichever is the greater.

14.3 The authorised representative of a member organisation shall be counted in the quorum.

15. VOTES OF MEMBERS

Subject to article 8, every member, whether an individual or an organisation shall have one vote.

16.

16.1 If

16.1.1 a quorum is not present within half an hour from the time appointed for the meeting, or

16.1.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine.

16.2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

17.
17.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

17.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

17.3 If there is only one Director present and willing to act, he or she shall chair the meeting.

17.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

18.

18.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

18.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be convened unless those details are specified in the resolution.

18.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

18.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days’ notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

19.

19.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

19.1.1 by the person chairing the meeting, or

19.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting, or

19.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

19.2

19.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

19.2.2 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

19.3
19.3.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

19.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

19.4

19.4.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

19.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

19.5

19.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

19.5.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

19.5.3 The poll must be taken within thirty days after it has been demanded.

19.5.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

19.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

20. CONTENT OF PROXY NOTICES

20.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –

20.1.1 States the name and address of the member appointing the proxy,

20.1.2 Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

20.1.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

20.1.4 Is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

20.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

20.4 Unless a proxy notice indicates otherwise, it must be treated as –

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

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

DELIBERATION OF PROXY NOTICES

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

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

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

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

21. WRITTEN RESOLUTIONS

21.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75% of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

21.1.1 a copy of the proposed resolution has been sent to every eligible member,

21.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

21.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

21.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

21.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.
22. OBJECTIONS

22.1 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

23.

23.1 Any organisation that is a member of the chanty may nominate any person to act as its representative at any meeting of the chanty.

23.2 The organisation must give written notice to the chanty of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the chanty. The representative may continue to represent the organisation until written notice to the contrary is received by the chanty.

23.3 Any notice given to the chanty will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The chanty shall not be required to consider whether the nominee has been properly appointed by the organisation.

24. DIRECTORS

24.1 A Director must be a natural person aged 16 years or older.

24.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 35.

25. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first Directors shall be those persons notified to Companies House as the first directors of the chanty.

27. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

28. RETIREMENT OF DIRECTORS

Any Director appointed by the Chanty shall hold office until the end of the Annual General Meeting following the expiry of three years from the date of his or her appointment and any such person shall be eligible for re-election for a term not exceeding three years.

29. RETIREMENT AT AGM

If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

30. THE APPOINTMENT OF DIRECTORS

The Chanty may by ordinary resolution
30 1 appoint a person who is willing to act to be a Director

31. No person may be appointed a Director at any general meeting unless

31 1 he or she is recommended for re-election by the Directors,

31 2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Chantry is given a notice that

31 2 1 is signed by a member entitled to vote at the meeting,

31 2 2 states the member's intention to propose the appointment of a person as a Director,

31 2 3 contains the details that, if the person were to be appointed, the Chantry would have to file at Companies House, and

31 2 4 is signed by the person who is to be proposed to show his or her willingness to be appointed

32. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director

33 1 The Directors may appoint a person who is willing to act to be a Director.

33 2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting

34. The appointment of a Director, whether by the Chantry in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

35. DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if he or she

35 1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,

35 2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

35 3 ceases to be a member of the Chantry,

35 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

35 5 resigns as a Director by notice to the Chantry (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
35 6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

36. REMUNERATION OF DIRECTORS

The Directors must not be paid any remuneration unless it is authorised by article 6.

37. PROCEEDINGS OF DIRECTORS

37 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

37 2 Any Director may call a meeting of the Directors.

37 3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.

37 4 Questions arising at a meeting shall be decided by a majority of votes.

37 5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

37 6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

38.

38 1 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

38 2 The quorum shall be three or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

38 3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

39. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

40.
40.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

40.2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

40.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

41. A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:

41.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote, and

41.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

41.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

42. DELEGATION

42.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

42.2 The Directors may impose conditions when delegating, including the conditions that:

42.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,

42.2.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Directors.

42.3 The Directors may revoke or alter a delegation.

42.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

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

44. CONFLICTS OF INTEREST

44.1 If a conflict of interest anse for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:

44.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

44.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and

44.1.3 the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

44.2 In this article a conflict of interest anseing because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

45. VALIDITY OF DIRECTORS' DECISIONS

45.1 Subject to article 45.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director

45.1.1 who was disqualified from holding office,

45.1.2 who had previously retired or who had been obliged by the constitution to vacate office,

45.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

45.1.4 the vote of that Director, and

45.1.5 that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.
45.2 Article 45.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 45.1 the resolution would have been void, or if the Director has not complied with article 43.

46. **SEAL**

If the charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

47. **MINUTES**

The Directors must keep minutes of all

47.1 appointments of officers made by the Directors,

47.2 proceedings at meeting of the charity,

47.3 meetings of the Directors and committees of Directors including

47.3.1 the names of the Directors present at the meeting,

47.3.2 the decisions made at the meetings, and

47.3.3 where appropriate the reasons for the decisions.

48. **ACCOUNTS**

48.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

48.2 The Directors must keep accounting records as required by Companies Acts.

49. **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

49.1 The Directors must comply with the requirements of the Chanties Act 1993 with regard to

49.1.1 transmission of the statements of account to the charity,

49.1.2 preparation of an Annual Report and its transmission to the Commission,

49.1.3 preparation of an Annual Return and its transmission to the Commission.
49.2 The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

50. MEANS OF COMMUNICATION TO BE USED

50.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

50.2 Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

51. Any notice to be given to or by any person pursuant to the articles

51.1 must be in writing, or

51.2 must be given using electronic communications.

52.

52.1 The charity may give any notice to a member either

52.1.1 personally, or

52.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

52.1.3 by leaving it at the address of the member, or

52.1.4 by giving it using electronic communications to the member's address.

52.2 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

53. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

54.

54.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

54.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
54 3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be
given

54 3 1 48 hours after the envelope containing it was posted, or

54 3 2 in the case of an electronic form of communication, 48 hours after it was sent

INDEMNITY

55.

55 1 The charity shall indemnify any Director against any liability incurred by him or her in that
capacity to the extent permitted by sections 232 to 234 of the 2006 Act

55 2 In this Article a “relevant director” means any director or former director of the charity

56. RULES

56 1 The Directors may from time to time make such reasonable and proper rules or bye laws as
they may deem necessary or expedient for the proper conduct and management of the
charity

56 2 The bye laws may regulate the following matters but are not restricted to them

56 2 1 the admission of members of the charity (including the admission of organisations
to membership) and the rights and privileges of such members, and the entrance
fees, subscriptions and other fees or payments to be made by members,

56 2 2 the conduct of members of the charity in relation to one another, and to the
charity's employees and volunteers,

56 2 3 the setting aside of the whole or any part or parts of the charity’s premises at any
particular time or times or for any particular purpose or purposes,

56 2 4 the procedure at general meetings and meetings of the Directors in so far as such
procedure is not regulated by the Act or by these Articles,

56 2 5 generally, all such matters as are commonly the subject matter of company rules

56 3 The charity in general meeting has the power to alter, add to or repeal the rules or bye
laws

56 4 The Directors must adopt such means as they think sufficient to bring the rules and bye
laws to the notice of members of the charity

56 5 The rules or bye laws, shall be binding on all members of the charity. No rule or bye law
shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum
or the articles

57. DISSOLUTION
57.1 The members of the chancy may at any time before, and in expectation of, its dissolution resolve that any net assets of the chancy after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the chancy be applied or transferred in any of the following ways

57.1.1 directly for the Objects, or

57.1.2 by transfer to any chancy or charities for purposes similar to the Objects, or

57.1.3 to any chancy or charities for use for particular purposes that fall within the Objects

57.2 Subject to any such resolution of the members of the chancy, the directors of the chancy may at any time before and in expectation of its dissolution resolve that any net assets of the chancy after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the chancy be applied or transferred

57.2.1 directly for the Objects, or

57.2.2 by transfer to any chancy or charities for purposes similar to the Objects, or

57.2.3 to any chancy or charities for use for particular purposes that fall within the Objects

In no circumstances shall the net assets of the chancy be paid to or distributed among the members of the chancy (except to a member that is itself a chancy) and if no resolution in accordance with article 57.1 is passed by member or the Directors the net assets of the chancy shall be applied for charitable purposes as directed by the Court or the Commission