

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

**Articles of Association**  
**of**  
**Chartered Accountants' Benevolent Association**  
**(as amended by special resolution dated [ 2 June 2009])**

**Interpretation**

In these Articles and the Memorandum the following terms shall have the following meanings:-

<b>Term</b>	<b>Meaning</b>
1.1 "address"	the postal address as last notified to the Charity and, in relation to electronic communications, any number or address used for the purpose of such communication
1.2 "Articles"	these Articles of Association of the Charity
1.3 "circulation date"	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.4 "clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.5 "Charity"	Chartered Accountants' Benevolent Association
1.6 "Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006
1.7 "Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of

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|      |  | loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Trustee    |
| 1.8  | “electronic form” and “electronic means” | have the meanings respectively given to them in the Companies Act 2006   |
| 1.9  | “hard copy” and “hard copy form”         | have the meanings respectively given to them in the Companies Act 2006   |
| 1.10 | “Hour”                                   | any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England |
| 1.11 | “the Institute”                          | the Institute of Chartered Accountants in England and Wales  |
| 1.12 | “in writing”                             | means written, printed or transmitted writing or printing including in electronic form and by electronic means       |
| 1.13 | “Memorandum”                             | the Memorandum of Association of the Charity   |
| 1.14 | “Secretary”                              | the secretary of the Charity (if any)  |
| 1.15 | “the Society”                            | the Society of Incorporated Accountants  |
| 1.16 | “Trustee and Trustees”                   | a director and directors as defined in the Companies Acts  |
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity but excluding any statutory modification thereof not in force on such date.

## **Members**

3. The Trustees and such members of the Institute as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Charity.
4. The Trustees shall admit to membership of the Charity every member of the Institute who applies to the Charity in such form as the Trustees require and either:
- 4.1 pays an annual subscription of £10 or such other sum as may be determined in accordance with Article 7; or

- 4.2 pays such sum as the Trustees may decide in order to acquire membership for any period longer than one year.
5. Membership shall not be transferable and shall cease on death. A member shall cease to be a member:
- 5.1 on the expiry of at least seven clear days' notice given by him or her to the Charity of his or her intention to withdraw;
  - 5.2 if any subscription or other sum payable by the member to the Charity is not paid within 30 days after the due date;
  - 5.3 if he or she, not being a Trustee, ceases to be a member of the Institute;
  - 5.4 if he or she, being a Trustee, ceases to be a Trustee and is not admitted to membership in accordance with Article 4; or
  - 5.5 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Charity. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees;

and a person ceasing to be a member shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him or her and no subscription sum paid by him or her shall be repayable.

## **Subscriptions**

6. Each member liable to pay an annual subscription shall pay such subscription in each year on or before the anniversary of his or her admission to membership. Each member whose membership lasts for longer than one year shall renew his or her subscription on such renewal date (if any) as the Trustees notify to him or her at the time of admitting him or her to membership.
7. The subscription sums may be increased by the Trustees in any year to such sum as they reasonably consider takes account of inflation and any increased sum shall be notified to the members at least 60 days before its due date for payment. Any greater increase in the subscription sum may be made by resolution of the members.
8. Trustees shall not be obliged to pay subscriptions.

## **Associate Members**

9. The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

## **Patrons**

10. The Trustees may appoint and remove any individual(s) as patron(s) of the Charity and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

## **Trustees**

### *Number of Trustees*

11. There shall be at least six and no more than twenty Trustees of whom more than half must, on appointment, be members of a professional body of accountants as defined in clause 3.3.4 of the Memorandum.

### *Appointment, retirement, removal and disqualification of Trustees*

12. At every annual general meeting one-third of the Trustees who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office. If there is only one Trustee who is subject to retirement by rotation, he or she shall retire.
13. Subject to the Companies Acts, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
14. Subject to Article 15, if the Charity at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
15. A Trustee who has served for three consecutive terms of office (not including any term served in accordance with Article 20) must take a break from office

and may not be reappointed until the annual general meeting following the annual general meeting at which his or her break from office commenced.

16. No person may be appointed as a Trustee:
  - 16.1 unless he or she has attained the age of 18 years; or
  - 16.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.
17. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
  - 17.1 he or she is recommended by the Trustees; or
  - 17.2 at least 14 but not more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
18. At least seven but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
19. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also decide the rotation in which any additional Trustees are to retire.
20. Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not

reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

21. The office of a Trustee shall be vacated if:-
  - 21.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
  - 21.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 21.3 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
  - 21.4 he or she resigns by notice to the Charity (but only if the numbers of Trustees required by Article 11 will remain in office when the notice of resignation is to take effect);
  - 21.5 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
  - 21.6 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees;
  - 21.7 he or she, being a member of a professional body regulating his or her profession, is subject to:
    - (a) expulsion from such professional body;
    - (b) suspension of his or her membership thereof; or
    - (c) any other sanction that disqualifies him or her from holding office within such professional body.

### ***Powers of Trustees***

22. Subject to the provisions of the Companies Acts, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

23. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.
24. The Trustees may appoint any of their number to any office, and in particular may appoint one of their number as President of the Charity and may at any time remove any office holder from his or her office. No person may serve more than three consecutive years as President but a person who has served three consecutive years may be re-appointed after taking a break from that office for at least one year.
25. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
26. Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit.

#### ***Regulations***

27. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law.

#### ***Delegation of Trustees' powers***

28. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
29. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee whether or not comprising Trustees in accordance with the conditions set out in these Articles.

#### ***Delegations to committees***

30. In the case of delegation to committees:

- 30.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 30.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
  - 30.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
  - 30.4 all delegations under this Article shall be revocable at any time;
  - 30.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
  - 30.6 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget or delegated authority which has been approved by the Trustees.
31. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
  32. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

***Delegations of day to day management powers***

33. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
  - 33.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
  - 33.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
  - 33.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with

management accounts sufficient to explain the financial position of the Charity.

## **Members' Meetings**

### *Annual general meetings*

34. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

### *Other general meetings*

35. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

### *Length of notice*

36. Unless Article 37 applies, an annual general meeting shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
37. A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

### *Contents of notice*

38. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a resolution. In every notice calling a meeting of the members there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

### *Service of notice*

39. Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.
40. Notice of general meetings shall be served in accordance with Articles 92 to 96.

### *Quorum*

41. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be the greater of:
  - 41.1 two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member; or
  - 41.2 5% of the total membership, present in person or by proxy or as represented by the duly authorised representative of a corporate member.

If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

### *Chair*

42. The President or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the President nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

### *Adjournment*

43. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### *Poll*

44. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a

poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:

- 44.1 by the chair; or
  - 44.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 44.3 by a member or members present in person or by proxy representing at least 5% of the total voting rights of all the members having the right to vote at the meeting; or
  - 44.4 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes.
45. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  46. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
  47. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
  48. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
  49. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### ***Votes***

50. On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote.
51. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
52. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
53. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.
54. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Charity, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

***Proxies***

56. The appointment of a proxy shall be executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

**“Chartered Accountants’ Benevolent Association**

**I/We,** \_\_\_\_\_ ,  
**of** \_\_\_\_\_ ,  
**being a member/members of the above named Charity, hereby appoint**  
**of \_\_\_\_\_ , or failing him/her, \_\_\_\_\_ of**

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed: .....

Dated: ....."

57. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

**“Chartered Accountants’ Benevolent Association**

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the above named Charity, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

**This form is to be used in respect of the resolutions mentioned below as follows:**

**Resolution No 1 \*for \*against**

**Resolution No 2 \*for \*against**

**\*Strike out whichever is not desired.**

**Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.**

Signed: .....

Dated: ....."

58. Unless the appointment of a proxy indicates otherwise, it must be treated as:
- 58.1 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
  - 58.2 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.
59. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
- 59.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument

of proxy sent out by the Charity in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

59.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:

59.2.1 in the notice convening the meeting, or

59.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting, or

59.2.3 in any invitation to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic means,

be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

59.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or

59.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

59.5 A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

59.6 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office of the Charity or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

59.7 An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

### **Written resolutions of the members**

60. Subject to Article 61, a written resolution of the members passed in accordance with these Articles 60 to 68 shall have effect as if passed by the Charity in general meeting:

60.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

60.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.

61. In relation to a resolution proposed as a written resolution of the members the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

62. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

63. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.

64. A member signifies their agreement to a proposed written resolution when the Charity receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

65. If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.

66. If the document is sent to the Charity by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Charity or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that

statement or if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means.

67. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
68. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

### **Trustees' meetings**

#### *Notice*

69. Two Trustees may (and the Secretary shall at the request of two Trustees) call a Trustees' meeting.
70. A Trustees' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice, or unless all the Trustees entitled to attend and vote at that meeting agree to shorter notice.
71. Notice of Trustees' meetings shall be given to each Trustee.
72. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
73. Notice of Trustees' meetings shall be given in accordance with Articles 92 to 96.

#### *Quorum*

74. The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be three or one-third of the total number of Trustees, whichever is the greater.

#### *Chair*

75. The President or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each meeting.

#### *Votes*

76. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

#### *Conflicts of interest*

77. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
78. Whenever a matter is to be discussed at a meeting and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 79, he or she must:
- 78.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
- 78.2 not be counted in the quorum for that part of the meeting; and
- 78.3 withdraw during the vote and have no vote on the matter.
79. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.
80. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
- 80.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and
- 80.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,
- provided that when deciding to give such authorisation the provisions of Article 78 shall be complied with and provided that nothing in this Article 80 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Memorandum.
81. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 79 then, even if he or she has been authorised to remain at the meeting by the other Trustee's, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
82. A Trustee shall not be accountable to the Trustee for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 79 (subject to any limits or conditions to which such approval was subject).

83. When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

### **Register of trustees' interests**

84. The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he 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.

### **Written resolutions of the Trustees**

85. A resolution in writing shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held, provided the following conditions are complied with:
- 85.1 a written resolution must be signed by all of the Trustees;
  - 85.2 a written resolution may consist of several instruments in like form each signed by one or more Trustees; and
  - 85.3 the date of a written resolution shall be the date on which the last Trustee signs.

### **Email approval of Trustees' resolutions**

86. A resolution which is approved by email in accordance with this Article 68 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 86.1 such a resolution must be approved by email by all of the Trustees;
  - 86.2 approval from each Trustee must be received by such person as all the Trustees shall have nominated in advance for that purpose ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the Trustees;
  - 86.3 approval from a Trustee must be sent from an email address previously notified in writing (not using electronic communications) by that Trustee to the Secretary as intended for use by that Trustee for the purpose ;
  - 86.4 following receipt of a response on any resolution from each of the Trustees, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this Article 68;

the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

### **Virtual meetings of Trustees**

87. A meeting of the Trustees may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants can communicate simultaneously with all other participants.

### **Irregularities concerning meetings**

88. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

### **General**

#### *Secretary*

89. A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 89.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 89.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

#### *Minutes*

90. The Trustees shall cause minutes to be made in books kept for the purpose:-
- 90.1 of all appointments of officers made by the Trustees;
- 90.2 of all resolutions of the Charity and of the Trustees; and
- 90.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- and any such minute, if purported to be signed (or in case of minutes of Trustees' meetings signed or authenticated) by the chairman of the meeting at

which the proceedings were held, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

### ***Records and accounts***

91. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
  - 91.1 annual financial statements;
  - 91.2 annual reports;
  - 91.3 annual returns.

### ***Communications by and to the Charity***

92. Subject to the provisions of the Companies Acts and these Articles:
  - 92.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;
  - 92.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
  - 92.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.
93. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Charity's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:
  - 93.1 a member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her, or an address to which notices

may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity; and

- 93.2 the Charity is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
94. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
- 94.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or
  - 94.2 in the case of documents in electronic form, by sending them by electronic means:
  - 94.3 to an address notified to the members for that purpose; and
  - 94.4 from an address previously notified to the Charity by the member for the purpose of sending and receiving documents and information.
  - 94.5 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
95. Where a document or information is sent or supplied under the Articles:
- 95.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
  - 95.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
  - 95.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
    - 95.3.1 the material is first made available on the website; or
    - 95.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

96. Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
- 96.1 if the document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and
- 96.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 96.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

***Indemnity***

97. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity:
- 97.1 against all costs charges expenses or liabilities incurred by him or her:
- (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
- (b) in connection with any application in which relief from liability is granted to him or her by the court

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity; and

- 97.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Charity.

***Trustees' indemnity insurance***

98. The Trustees shall have power to resolve pursuant to clause 4.24 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

*Winding-up*

99. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.