

# THE COMPANIES ACTS 1985 and 2006

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

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### ARTICLES OF ASSOCIATION

#### OF BRITISH ASSOCIATION FOR COMMUNITY CHILD HEALTH

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#### Interpretation

1 (1) In these Articles:

"the 1985 Act" means the Companies Act 1985;

"the 2006 Act" mean the Companies Act 2006;

"Address" means a postal address or, for the purposes of electronic communication, a fax number or an e-mail address in each case registered with the Charity;

"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;

"CSAC (Community Child Health)" means the College Specialty Advisory Committee which advises the RCPCH (as defined below) on aspects of specialist training in relation to community child health;

"Executive Committee" means a committee formed of the Directors of the Charity and other appointed members and referred to in Article 4A;

"the Memorandum" means the Memorandum of Association of the Charity;

"Officers" means the Directors and the Secretary

"RCPCH" means Royal College of Paediatrics and Child Health;

"Regional Coordinators" means those coordinators responsible for coordinating the Charity's activities at a local level England (14 coordinators), Wales (1 coordinator), Scotland (1 coordinator) and Northern Ireland (1 coordinator) and referred to in Article 4B;

"the Seal" means the common seal of the Charity if it has one;

"Secretary" means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary;

"the Directors" means the directors of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

"Trainee" means a specialist registrar registered with RCPCH in any type of paediatrics, and referred to in Article 4A;

"Specialty Groups" means any such group, referred to in Article 4A, as may be designated from time to time by resolution of the Directors;

"Staff and Associate Specialists Group Representative" means a representative from the non-consultant career grade members of the Charity, as referred to in Article 4A;and

"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.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the 1985 Act of the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.

The provisions of the Memorandum to the extent that could have been contained in the Articles shall take effect as though repeated here.

## **Members**

- 2 (1) The subscribers to the Memorandum are the first members of the Charity.
- (2) Membership is open to:
  - (a) fellows, members, and associate members of the RCPCH; and
  - (b) medical practitioners who work predominantly with children and their families in their communities who:
    - (i) apply to the Charity in the form required by the Directors; and
    - (ii) are approved by the Directors.
- (3) Membership may be extended to non-medical graduates, commercial organisations, professional and voluntary bodies, and others, on submission of an application form and approval of the Directors in accordance with Article 2(2)(i) and (ii).
- (4) "Honorary membership" may be awarded in exceptional circumstances on the advice of the Directors. Honorary members shall not be members of the Charity, but shall have the right to attend members' meetings and shall not have the right to vote at the members' meetings.

- (5) (a) 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.
  - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
  - (c) 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.
- (6) Membership is not transferable to anyone else.
  - (7) The Directors must keep a register of names and addresses of the members.

### **Subscription of members**

- 2A (1) Each member shall pay an annual subscription to be determined by the Directors and notified to the members prior to the 1<sup>st</sup> June each year. Members' subscriptions shall be paid on the first day of June each year. Members joining after this annual date must pay a pro rata subscription, determined by the Directors, until the next 1<sup>st</sup> June falling after the date on which they became a member of the Charity.
- (2) At the discretion of the Directors, retired, unemployed, non medical individuals, overseas members from less prosperous countries or Trainees may pay 50% of the annual subscription notified under Article 2A(1).
- (3) If honorary membership is conferred by the Directors, the honorary members are exempt from paying any annual subscription.

### **Classes of Membership**

- 3 (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.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership.
- (3) The rights attached to a class of Membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation;
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of Membership**

- 4 Membership is terminated if:
  - (1) the member dies or, if it is an organisation, ceases to exist,
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

- (3) any sum due from the member to the Charity, including annual subscription under Article 2A, is not paid in full within six months of it falling due, unless the Directors otherwise agree;
- (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:
  - (a) 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;
  - (b) 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.

### **Executive Committee**

- 4A (1) The Executive Committee shall consist of the Directors for the time being, an academic convener, a newsletter editor, two Trainee representatives, the Chair of the CSAC (Community Child Health), a Staff and Associate Specialists Group Representative, and a representative from each Specialty Group (as referred to in Article 4A below). All members of the Committee shall be elected by postal ballot or at a general meeting of all the members of the Charity, with the exception of the Trainee representatives, Staff and Associate Specialists Representative and the Specialty Group representatives.
- (2) The Trainee representatives shall be elected by the Trainee members of the Charity only, and the Staff and Associate Specialist Representative shall be elected by non-consultant career grade members of the Charity. The Specialty Group representatives shall be elected from the respective Specialty Group membership of the Charity
  - (3) The Directors are dealt with at Article 26A, but the remaining members of the Executive Committee will serve a maximum period of 4 years, to commence from the AGM following their election, and following expiry of their office, they shall be ineligible for re-election to the same position, unless elected to another portfolio or office.
  - (4) The Executive Committee, with the exception of the Directors, shall hold a portfolio of:
    - editor (elected for four years from AGM following election, first year as a deputy)
    - academic convener (elected for four years following election, two years' as deputy)
    - Two Trainee representatives (elected for two years by all trainees – to retire six months after gaining CCST or appointment as a consultant, whichever is the earlier)
    - Staff and Associate Specialists Group Representative – (elected for four years from AGM following appointment by all non-consultant career grade members.
  - (5) The Executive Committee shall have the power to:
    - Refer matters for the agenda of the meetings of the Directors of the Charity;
    - Make oral representations at such a meeting of the Directors;
    - organise training and study days;
    - decide on current research and approve the newsletter for circulation to members twice a year.

- in consultation with the Directors, lead meetings with the Council, including inviting external representatives to attend, and referring any policy issues raised to Directors;
  - call a general meeting on not less than 28 days' notice,
- (6) The powers of the Executive Committee are subject to the powers of the Directors as set out in Article 23(1) and the right of the Directors, by resolution, to withdraw the powers of the Executive Committee, as set in this Article 4A(6).

#### **4B The Council**

- (1) The Council shall consist of the Executive Committee, the Regional Co-ordinators and external representatives, which shall meet at least twice a year.
- (2) The Council is to act as a forum for discussion and advice to the Executive Committee from the elected Regional Coordinators and external representatives. The Council shall assist in shaping policy and the Executive Committee shall take the views of the Council into account before referring matters to the Directors, for their final decision.
- (3) Regional Coordinators shall be elected every four years by members in that region to hold office from the date of the AGM following election.
- (4) The Executive Committee is responsible for inviting representatives from external organisations with an interest in child health to attend meetings with the Council and organisations may apply to the Executive Committee for such invitation.
- (5) The Council's membership may be increased by the Executive Committee, if it considers it would further the aims of the organisation.

#### **General meetings**

- 5 (1) The Charity must hold its first annual general meeting ("AGM") within eighteen months after the date of its incorporation.
- (2) An annual general meeting ("AGM") must be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.
- (3) Two scientific meetings will be held each year, one of which must be held in conjunction with the AGM.
- (4) The Executive Committee must hold a meeting ("an Executive Committee Meeting") four times in each Financial Year.
- 6 The Directors may call a general meeting at any time or if requested to do so by 20 or more members of the Charity

#### **Notice of general meetings**

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-eight Clear Days for an AGM
  - (b) twenty-one Clear Days for a general meeting called for the passing of a special resolution; and
  - (c) fourteen Clear Days for general meetings.

- (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 who together hold not less than 90 per cent of the total voting rights.
  - (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 AGM, 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 14 of these Articles.
  - (4) The notice must be given to all the members and to the Directors, Executive Committee and auditors.
- 8 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.

**Proceedings at general meetings**

- 9 (1) No business shall be transacted at any general meeting, unless a quorum is present.
- (2) A quorum is
- forty members entitled to vote upon the business to be conducted at the meeting or, if the membership of the Charity falls below 40, 75% of the total membership at that time
- (3) The authorised representative of a member organisation shall be counted in the quorum;
- (4) The quorum for an Executive Committee Meeting shall be six, two of whom must be Directors of the Charity.
- 10 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (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.
- (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 in proxy at that time shall constitute the quorum for that meeting.
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (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.

- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
  - (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 in proxy and entitled to vote must choose one of their number to chair the meeting.
- 12
- (1) The members present in person or in proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
  - (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.
  - (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.
- 13
- (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:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) 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.
  - (2)
    - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - (b) 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.
  - (3)
    - (a) 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.
    - (b) 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.
  - (4)
    - (a) 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.
    - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
  - (5)
    - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
    - (b) 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.

- (c) The poll must be taken within thirty days after it has been demanded.
- (d) 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.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

**Proxies: appointment and voting**

14 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at the general meeting of the Charity.

2) The appointment of a proxy shall be executed by or on behalf of the appointor and 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 Directors approve) –

*"charity name.....*

*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 names[s] and on my/our behalf at the general meeting of the charity to be held on .....20....., and any adjournment thereof.*

*Signed on.....of.....200 “.*

(3) Where it is desired to afford members an opportunity of instructing the proxy how to 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 Directors may approve)

*"charity name.....*

*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 general meeting of the charity, to be held on .....200... , and at any adjournment thereof.*

*This form is to be used in respect of the resolutions mentioned 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 s/he thinks fit or abstain from voting.*

*Signed this .....day of .....200.....”.*

(4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows:

(i) In the case of an instrument in writing be deposited at the office 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 no less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-

- a) in the notice convening the meeting, or
- b) in any instrument of proxy sent out by the Charity in relation to the meeting,
- c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

it must 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;

(iii) 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 not less than 24 hours before the time appointed for the taking of the poll;

(iv) 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 person chairing the meeting [or to the secretary or] to any Director.

(5) An appointment of a proxy which is not deposited, delivered or received in a manner described in sub-clauses 14(4) shall be invalid.

(6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received at the Charity at:

- (i) its registered office;
- (ii) at such other place at which the instrument of proxy was duly deposited;
- (iii) (where the appointment of the proxy was contained in an electronic communication\_ at the address at which such appointment was duly received;

before 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.

### **Written Resolutions**

15 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 a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of 75%) of members has signified its agreement in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 16 (a) Subject to Articles 3, every member excluding honorary members, whether an individual or an organisation shall have one vote at any meeting convened under these Articles
- (b) In the case of an equality of votes, the chair shall have the casting vote.
- 17 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.
- 18 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 18A Amendments to these Articles shall be made only by postal ballot of the members of the Charity or a general meeting whereby a resolution is passed by a majority of not less than two-thirds of the members of the Charity.

### **Directors**

- 19 (1) A Director must be a natural person aged sixteen years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 20 The number of Directors shall be not less than four but (unless otherwise determined by ordinary resolution), shall not be subject to a maximum.
21. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
22. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

### **Powers of Directors**

- 23 (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or 2006 Act, the Memorandum, these Articles or any special resolution.
- (2) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

### **Retirement**

24 NOT USED

25 NOT USED

### **The Appointment of Directors**

- 26 The Charity may, by ordinary resolution by postal ballot or at a general meeting;
- Appoint a member who is willing to act to be Director; and
  - Determine the rotation in which any additional Directors are to retire.
- 26A (1) The chair and assistant convener shall take office at the AGM immediately following their appointment by the members and shall serve office for four years. Following the expiration of four years, the chair and assistant convener will be ineligible for re-election to that office for a further two years.
- (2) The convener and the treasurer shall serve take office at the AGM immediately following their appointment by the members and shall serve office for four years. Following the expiration of four years the convener and treasurer shall stand down from office and be ineligible for re-election for a further two years.
- (3) If the Directors cease to be eligible or resign before the end of their office, the remaining Directors will fill the vacancy for the remainder of his period of office.
- 27 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or
  - (2) not less than fourteen nor more than thirty-five Clear Days before the date of the meeting, the Charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a Director;
    - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 28 All members who are entitled to receive notice of an 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 other than a Director who is to retire by rotation.
- 29 (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next AGM and must not be taken into account in determining the Directors who are to retire by rotation.
- 30 The appointment of a Director, whether by the Charity 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.

### **Disqualification and removal of Directors**

- 31 A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- (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);
- (3) ceases to be a member of the Charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (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.

### **Directors' Remuneration**

- 32 The Directors must not be paid any remuneration unless it is authorised by Clause 5 of the Memorandum.

### **Proceedings of Directors**

- 33 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The Secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- 34 (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.
- (2) The quorum shall be two 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.

- (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.
- 35 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.
- 36 (1) The Directors shall appoint a Director to chair their meetings, and may at any time revoke such appointment.
- (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.
- (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.
- 37 (1) A resolution in writing 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
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- (b) 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 beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each of which one or more Directors has signified their agreement.

### **Delegation**

- 38 (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.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 39 A Director 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. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise 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)

40 (1) Subject to Article 40(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:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

(2) Article 40(1) does not permit a Director 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 40(1), the resolution would have been void, or if the Director has not complied with Article 39.

### **Seal**

41 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 or by a second Director.

### **Minutes**

42 The Directors must keep minutes of all:

- (1) appointments of Officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
  - (a) the names of the Directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

### **Accounts**

43 (1) The Directors must prepare for each financial year accounts as required by the 2006 Act. 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.

- (2) The Directors must keep accounting records as required by the 2006 Act.

### **Annual Report and Return and Register of Charities**

- 44 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
  - (b) the preparation of an Annual Report and its transmission to the Commission;
  - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **Notices**

- 45 Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
  - (2) must be given using electronic communications.
- 46 (1) The Charity may give any notice to a Member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her Address; or
  - (c) by leaving it at the Address of the member; or
  - (d) by giving it using electronic communications to the member's Address.
- (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.
- 47 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.
- 48 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or

- (b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

- 49 The Charity shall indemnify every Director Auditor, Reporting Accountant or other officer of the Charity against any liability incurred in successfully defending legal proceeding in that capacity, or in connection with any application in which relief is granted buy the court from liability for negligence, default, or breach of duty of trust in relation to the Charity.

### **Rules**

- 50 (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.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) 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;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) 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;
  - (d) 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;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (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.
- (5) The rules or bylaws, 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 these Articles.

Signatures, Names and Address of Subscribers

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Dated:

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Witness to the above Signatures

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Name:

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Address:

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Occupation

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