



Society for  
Reproduction  
and Fertility

**Company number: 0647816**

**A COMPANY NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
SOCIETY FOR REPRODUCTION AND FERTILITY**

**INTERPRETATION**

**1**

**1.1** In these Articles:

|                             |   |
|-----------------------------|---|
| <b>"AGM"</b>                | means the Annual General Meeting of the Charity;  |
| <b>"the Articles"</b>       | means these Articles of Association of the Charity;   |
| <b>"Auditor"</b>            | means a person appointed to conduct an examination and verification of the Charity's accounts and includes a reporting accountant appointed in accordance with the Statutes;                |
| <b>"CA 2006"</b>            | means the Companies Act 2006;   |
| <b>"Chairperson"</b>        | means the chairperson of the Council appointed from time to time;   |
| <b>"the Charity"</b>        | means the above-named Company;  |
| <b>"Charity Commission"</b> | means the Charity Commission for England and Wales (or such other organisation as replaces it or is given authority to act as regulator for charities in England and Wales);                |
| <b>"clear days"</b>         | in relation to the period of a notice means the 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; |

|                                   |   |
|-----------------------------------|---|
| <b>"Companies Acts"</b>           | means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity;  |
| <b>"Connected Person"</b>         | means a person connected with a Trustee as set out in section 118 of the Charities Act 2011;  |
| <b>"the Council"</b>              | means the members of the council of management of the Charity who are directors of the Charity for the purposes of the Companies Acts and the charity trustees for the purposes of Section 177 of the Charities Act 2011; |
| <b>"electronic communication"</b> | means the same as in the CA 2006;   |
| <b>"electronic form"</b>          | has the meaning in section 1168(3) of the CA 2006;  |
| <b>"executed"</b>                 | includes any mode of execution;   |
| <b>"hard copy"</b>                | has the meaning in section 1168(2) of the CA 2006;  |
| <b>"Members"</b>                  | means all persons admitted to membership (of any class or category) of the Charity, whether Voting Members or not;  |
| <b>"Model Articles"</b>           | means the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles; |
| <b>"month"</b>                    | means a calendar month;   |
| <b>"Office"</b>                   | means the registered office of the Charity;   |
| <b>"Statutes"</b>                 | means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts;   |
| <b>"Trustee"</b>                  | means a member of the Council;  |
| <b>"the United Kingdom"</b>       | means Great Britain and Northern Ireland;   |
| <b>"Voting Member"</b>            | means a member as defined in section 112 of CA 2006 and who therefore has a right to vote on resolutions under Part 13 of CA 2006;  |

**1.2** Any reference to:

- 1.2.1** a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
- 1.2.2** the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa; and

1.2.3 a *person* includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality).

1.3 Subject to the preceding provisions of this article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

### **APPLICATION OF MODEL ARTICLES**

2 The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.

### **OBJECT AND POWERS OF THE CHARITY**

3 The object for which the Charity is established (the “Object”) is the advancement of education for the public benefit with reference to knowledge of the reproductive processes and fertility in humans and animals.

4 In furtherance of the Object but not otherwise the Charity may exercise the following powers:

4.1 to publish and sell at a reasonable price journals, papers and books;

4.2 to make travel or other grants to individuals to enable them to attend conferences or to undertake special projects;

4.3 to organise meetings, lectures, conferences, broadcasts, courses of instruction or other activities;

4.4 to promote or carry out research and to publish and distribute the useful results of such research;

4.5 to produce or help others to publish and distribute material in any form that may be deemed desirable for the promotion of the Object or for the purpose of informing contributors and others of the needs or progress of the Charity;

4.6 to purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the Object;

4.7 to accept gifts on any terms;

4.8 to raise funds for the Charity;

4.9 to carry out trade in so far as either the trade is exercised in the course of carrying out the Object or the trade is temporary and ancillary to the carrying out of the Object or is otherwise permissible for a charity by law;

4.10 to operate bank accounts in the name of the Charity;

4.11 to acquire any property of any kind situated anywhere in the world for investment purposes whether involving liabilities or producing income or not and to appoint and pay professional investment managers who are authorised to carry on the requisite regulated activities under the provisions of the Financial Services and Markets Act 2000 and otherwise delegate the management of investments to proper and competent persons;

- 4.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property together with any rights or privileges which the Charity may think necessary;
  - 4.13 to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use and to make planning applications, applications for consent under bylaws or building regulations and other like applications;
  - 4.14 subject to any restrictions imposed by law, to exchange, sell, let, mortgage, charge, dispose of, turn to account, or otherwise deal with all or any of the property or assets of the Charity;
  - 4.15 subject to any restrictions imposed by law, to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as the Trustees may think fit;
  - 4.16 to employ, engage or retain the services of such persons as the Trustees think may be necessary or desirable on such terms as the Trustees think fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
  - 4.17 to appoint any person to hold any property as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
  - 4.18 to pay the cost of any premium in respect of any insurance or indemnity to cover liability of the Council or any Trustee or any other officer (other than the Auditor) of the Charity which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of that person and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against that person in their capacity as a Trustee or officer of the Charity;
  - 4.19 to establish or support charitable trusts and to act as trustees of any charitable trust whether established by the Charity or otherwise;
  - 4.20 to establish and own in whole or in part any Charity or other entity;
  - 4.21 to co-operate with any person operating in furtherance of the Object or similar charitable purposes;
  - 4.22 to amalgamate with, acquire the assets of or in any other way to merge with any person (other than a natural person) which is charitable at law and has object the same or similar to the Object;
  - 4.23 to do all such other lawful things as shall be expedient in the interests of the Charity.
- 5** The income and property of the Charity shall be applied solely towards the promotion of the Object and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members and no Trustee or Connected Person shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth at the expense of the Charity: Provided that nothing in this document shall prevent (and the Charity hereby specifically authorises) any payment or provision in good faith by the Charity:

- 5.1 of the usual charges for business done by any Member, Trustee or Connected Person engaged in a profession or business when instructed by the Trustees to act in a professional or business capacity on its behalf;
- 5.2 of interest on money lent by any Member or Trustee or Connected Person at a reasonable and proper rate;
- 5.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Member, Trustee or Connected Person may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
- 5.4 of reasonable and proper rent for premises demised or let by any Member, Trustee or Connected Person;

PROVIDED THAT at no time shall a majority of the Council (or their respective Connected Persons) benefit under the above provisions and that a Trustee shall withdraw from any meeting at which the payments of benefits to, or their appointment or remuneration under this provision or that of their partner, firm or company or other Connected Person, is under discussion;

- 5.5 to any Trustee or Connected Person of reasonable out-of-pocket expenses;
- 5.6 of reasonable and proper premiums in respect of trustee indemnity insurance, effected in accordance with Article 4.18 above;
- 5.7 subject to the consent of the Company Members where required under the CA 2006, of any other direct or indirect benefit to a Trustee or Connected Person which has been authorised by the Charity Commission;

and none of the above arrangements or transactions shall constitute a breach by a Trustee of their duty under section 175 of the CA 2006.

#### **LIABILITY OF COMPANY MEMBERS**

- 6 The liability of the Company Members is limited to a sum not exceeding £1.

#### **PROCEDURE FOR CHANGE OF NAME**

- 7 The Charity may change its name by a resolution of the Council.

#### **MEMBERSHIP**

- 8 The Charity must maintain a register of Company Members.
- 9 The Company Members shall be:
  - 9.1 the Trustees; and
  - 9.2 such other persons as the Council shall admit to membership as Company Members from time to time.
- 10 The Council may from time to time resolve upon the creation of other classes of Members (including honorary Members). Such categories of membership may be called by such names and have such rights, privileges, duties and obligations (including, at the discretion of the Council, the right to vote at general meetings or on written resolutions), and membership in such categories may be terminated in such manner, as may be specified in the resolution.
- 11 Every application for membership shall be in writing signed or otherwise

authenticated by or on behalf of the applicant in such form as the Council may from time to time determine.

- 12 The Council shall admit to membership such persons as it shall think fit and the Council may from time to time prescribe (and vary) criteria for membership. The Council shall not be obliged to give reasons for refusing to accept any person as a Member.
- 13 The Council may in its discretion levy subscriptions on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Member including Members of the same class.
- 14 Membership shall not be transferable
- 15 A Voting Member shall cease to be a Voting Member:
  - 15.1 in the case of a natural person, on death;
  - 15.2 in the case of any other person, on its liquidation or dissolution or on its otherwise ceasing to exist;
  - 15.3 if by notice in writing to the Charity signed by or on behalf of the Company Member, the Company Member resigns. The Company Member is deemed to have resigned when the letter of resignation is received at the Office;
  - 15.4 by a resolution of the Council passed by not less than a majority of the Trustees (other than the Voting Member whose membership is to be voted on) entitled to attend and vote. A resolution to terminate a Voting Member's membership of the Company shall not be passed unless the Voting Member has been given not less than 14 clear days' notice of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council prior to the Council voting on the resolution;
  - 15.5 if any subscription or other sum payable by the Voting Member is not paid on the due date and remains unpaid three months after notice served on the Voting Member on behalf of the Council informing them that they will be removed from the membership if it is not paid. The Council may readmit to membership of the Company any person removed on this ground on their paying such part of the sum due as the Council may determine;
  - 15.6 if, by reason of a Voting Member's mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have; or
  - 15.7 if a registered medical practitioner who is treating a Voting Member gives a written opinion to the Company stating that that person has become physically or mentally incapable of managing their affairs and may remain so for more than three months.

#### **ANNUAL GENERAL MEETING**

- 16 The Charity shall hold an AGM each year in addition to any other general meeting in that year and shall specify the meeting as such in the notices calling it; not more than 15 months shall elapse between the date of one AGM of the Charity and that of the next. AGM shall be held at such times and places as the Council shall determine.
- 17 General meetings may be called on the requisition of Voting Members pursuant to the provisions of the Statutes, or by the Council. If there are not within the United

Kingdom sufficient Trustees to convene a general meeting, any Trustee or any Voting Member may convene a general meeting.

### **NOTICE OF GENERAL MEETINGS**

- 18** All general meetings shall be called by at least 14 clear days' notice provided that, with the agreement of 95% of Company Members, a general meeting may be called by shorter notice.
- 19** The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all Voting Members, Trustees, and the Auditor.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 20** No business other than the appointment of the chairperson of the meeting shall be transacted at any general meeting unless a quorum is present. Six persons present in person or by proxy and entitled to vote upon the business to be transacted, each being a Voting Member shall constitute a quorum.
- 21** If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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 chairperson of the meeting may determine.
- 22** The Chairperson, if any, of the Council or in their absence, some other Trustee nominated by the Council shall preside as Acting chairperson of the meeting, but if neither the Chairperson nor such Trustee (if any) be 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 Acting chairperson of the meeting and, if there is only one Trustee present and willing to act, they shall be Acting chairperson of the meeting.
- 23** The chairperson of the meeting 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 any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given in any manner in which notice of a meeting may lawfully be given specifying the date, 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.
- 24** A resolution put to the vote of a 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 provisions of the Statutes, a poll may be demanded:
  - 24.1** by the chairperson of the meeting; or
  - 24.2** by at least four Voting Members present in person or by proxy and having the right to vote at the meeting.
- 25** Unless a poll is duly demanded, a declaration by the chairperson of the meeting 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.

- 26 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 27 A poll shall be taken as the chairperson of the meeting directs and they may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 28 A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson of the meeting directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 29 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 30 At the absolute discretion of the Council and subject to notification being given to the Charity, a person entitled to be present at a general meeting may participate by means of telephone, televisual, electronic or virtual communications so that all persons participating in the meeting can be identified by the chairperson and can understand and participate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person at such meeting. Such meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chairperson of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

#### **WRITTEN RESOLUTIONS**

- 31 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 Voting 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 circulated to every eligible Voting Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified agreement to the resolution 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 to which one or more Company Members have signified their agreement.
- 32 Neither a resolution removing a Trustee before the expiration of their period of office nor a resolution removing an auditor before the expiration of their term of office can be passed as a written resolution.

## VOTES OF MEMBERS

- 33** Subject to Article 29 and 34, every Voting Member shall have one vote.
- 34** No Voting Member shall debate or vote (whether in person or by proxy) on any matter in which they are personally interested without the permission of the majority of the persons present and voting.
- 35** No Voting Member shall be entitled to vote at any General Meeting unless all moneys then payable by them to the Charity have been paid.
- 36** Any Voting Member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Voting Member or not) as their proxy to attend and to speak and to vote (by show of hands or poll) at a general meeting instead of them.
- 37** The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall be in such form as the Council may in their absolute discretion direct and shall:
- 37.1** in the case of an appointment in hard copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which it relates; or
- 37.2** in the case of an appointment in electronic form, be received at an address specified by or on behalf of the Charity for the purpose of receiving documents or information in electronic form:
- 37.2.1** in, or by way of note to, the notice convening the meeting;
- 37.2.2** in any form of proxy sent by or on behalf of the Charity in relation to the meeting; or
- 37.2.3** in any invitation in electronic form to appoint a proxy issued by or on behalf of the Charity in relation to the meeting,
- not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
- 37.3** in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or
- 37.4** in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in hard copy form to the Chairperson or to any Trustee at the meeting at which the poll was demanded, and in calculating the periods referred to in this Article 37, no account is to be taken of any part of a day which is not a working day.
- 38** In default of delivery or receipt in accordance with Article 37, the instrument of proxy shall be invalid and no instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 39** An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 40** 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 chairperson of the meeting whose decision shall be final and conclusive.

- 41 A vote cast or a poll demanded by a proxy shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such shall have been received by the Charity not later than the latest time at which the proxy would need to have been delivered to or received by the Charity in order to be valid for use whether to vote in person or on a poll at the meeting or adjourned meeting at which the proxy is used to which it relates. Such notice of termination shall be made either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Charity in accordance with Article 37, regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

### **THE COUNCIL**

- 42 The Council shall consist of the following Trustees:
- 42.1 the Chairperson, who shall hold office for three years;
- 42.2 the Chairperson Elect, if any;
- 42.3 the Chairperson of each of the committees to whom the Council has, pursuant to Article 61, delegated any of its powers or the implementation of any of its resolutions, each of whom shall hold office for four years and who shall together be referred to as the Officers, provided that if, as a consequence of more than one person being appointed as joint chairs of such committees, the total number of Officers would otherwise exceed six, then the Council may at its absolute discretion determine which one of the joint chairs shall serve as an Officer; and provided also that any additional joint chairs are appointed from among the existing elected trustees;
- 42.4 not more than nine Trustees elected in accordance with Article 50 ("the Elected Trustees"); and
- 42.5 not more than two Trustees appointed under Article 51.
- 43 No person may act as a Trustee until they have expressly acknowledged, in whatever way the Council decides, their acceptance of the office of Trustee and their agreement to abide by such code of conduct or other policies as the Council may direct.
- 44 Those individuals who are Trustees at the date of adoption of these Articles and whose details have been filed with Companies House shall continue to serve as Trustees until their respective terms of office expire and, shall be eligible to be reappointed to serve a further term or terms of office in accordance with these Articles.
- 45 Except to the extent permitted by the Articles, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.
- 46 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meeting of the Council (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties.

## APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

- 47** At the next AGM following adoption of these Articles and at every subsequent AGM Elected Trustees who have served for a continuous term of four years shall, subject to Article 48, retire from office and shall not be eligible for re-election for a period of one year.
- 48** For so long as any Trustee remains an Officer, the provisions of Article 47 shall not apply to them and they may continue as a Trustee until they cease to be an Officer, at which point they shall retire and not be eligible for re-election for a period of one year.
- 49** The Chairperson-Elect shall be appointed by resolution of the Council in the year preceding the expiry of the term of office of the current Chairperson, and on the expiry of that term, shall take up the office of Chairperson.
- 50** All elections to membership of Council shall be conducted by electronic means on the following basis:
- 50.1** notices of elections shall be issued to all Voting Members; and
- 50.2** the notices of election shall be issued by direction of Council not less than eight weeks before each AGM.
- 50.3** Each notice shall:
- 50.3.1** specify the names of the Trustees whose retirement gives rise to the vacancies in respect of which the election is to take place;
- 50.3.2** invite nominations for candidates to fill these vacancies;
- 50.3.3** contain such other particulars as shall be prescribed by Council.
- 50.4** Each nomination form shall relate to one candidate only and shall contain such particulars as shall be prescribed by Council including a declaration signed by the candidate of their willingness to serve if elected as a Trustee.
- 50.5** To be eligible for election candidates must be Voting Members, must be nominated by at least two other Voting Members and must be recommended for election by the Council.
- 50.6** In cases where the number of valid nominations does not exceed the number of vacancies all candidates shall be elected without any further procedure.
- 50.7** If the number of candidates nominated for election shall exceed the number of vacancies, the Charity shall not less than 21 days before the AGM send to each voting member:
- 50.7.1** the names of the candidates in alphabetical order;
- 50.7.2** a statement that each candidate is a member eligible for election; and
- 50.7.3** instructions on how to submit an electronic vote.
- 50.8** A vote shall not be valid unless submitted in accordance with the instructions issued under Article 50.7.3 no later than 48 hours before the commencement of the AGM.
- 50.9** At the AGM the number of valid votes cast for each candidate for election shall be announced and the names of the elected candidates declared.

- 50.10** The Council may appoint a person who is willing to act as a Trustee to fill a vacancy on the Council, including any vacancy arising as a result of an elected Trustee being appointed an Officer. A Trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such AGM they shall vacate office at the conclusion thereof.
- 51** The Council may appoint up to two persons who are willing to act as Trustees who shall hold office for a term not exceeding four years.

### **POWERS OF THE COUNCIL**

- 52** The business of the Charity shall be managed by the Council who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution of the Members. No alteration to the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. A meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
- 53** The Council 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.
- 54** The Council shall have power from time to time to make, repeal and alter rules or regulations for the proper conduct and management of the Charity, any committee and any other matters arising under the Articles.

### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 55** A Trustee shall cease to hold office if:
- 55.1** they cease to be a Trustee by virtue of any provision in the Statutes or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 or is prohibited by law from being a Trustee by virtue of section 181A of the Charities Act 2011 or otherwise;
  - 55.2** a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - 55.3** they resign their office by notice to the Charity (but only if, pursuant to Article 57, a quorum of Trustees will remain in office when the notice or resignation is to take effect);
  - 55.4** they are removed from office by way of a resolution of not less than 75% of the Trustees entitled to attend and vote at a Council meeting;
  - 55.5** they are removed by the Council, acting by a majority, if the Council is of the opinion, in its absolute discretion, that it is in the best interests of the Charity that their trusteeship is terminated; or
  - 55.6** they are absent without the permission of the Council from all their meetings held within a period of six months and that the Council resolve that their office be vacated.

### **PROCEEDINGS OF THE COUNCIL**

- 56** Subject to the provision of the Articles, the Council may meet together for the

despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Trustees may, and the Charity at the request of two Trustees shall, call a meeting of the Council. Notice of a Council meeting shall be deemed to be properly given to a Trustee if it is given to them personally or by word of mouth or sent to them in hard copy form at their last known address or any other address given by them to the Charity for this purpose or sent in electronic form to them at an address given by them to the Company for this purpose.

- 57** Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 58** The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than one third of their number or two whichever is the greater.
- 59** The Council may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 60** Unless they are unwilling to do so, the Chairperson shall preside at every meeting of Council at which they are present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Acting Chairperson of the meeting. The Trustee receiving the support of 70% or more of Trustees entitled to attend and vote at a Council meeting will be duly appointed as the Acting Chairperson.
- 61** The Council may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:
- 61.1** 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 co-opt persons up to a specified number);
- 61.2** the Chairperson of any such committee shall be a member of the Council;
- 61.3** the Council may at its discretion appoint two persons to serve as joint chairs of any such committee;
- 61.4** subject to article 61.2 the composition of any such committee shall be entirely in the discretion of the Council and may comprise such of their number as the resolution may specify; and
- 61.5** the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary.
- 62** All acts done by a meeting of the Council, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote.
- 63** Instead of taking a decision at a meeting of the Trustees, a decision of the Trustees

can be taken when all eligible Trustees indicate to each other by any means that they share a common view on a matter provided that the eligible Trustees taking such a decision would have formed a quorum had a meeting of the Trustees been held. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing (including email). Otherwise, such a decision must be recorded in writing and signed by the Chairperson to confirm that agreement of all eligible Trustees has been obtained. References in this Article to “eligible Trustees” are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees’ meeting.

- 64** Trustees and members of any committee may participate in or hold a meeting of the Council or any committee (as the case may be) by means of telephone, televisual, electronic or virtual communications so that all persons participating in the meeting can be identified by the Chairperson and can understand and communicate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Council or a committee (as the case may be) duly convened and held with such persons physically present.
- 65** A Trustee must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Trustee has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Trustee has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Trustee shall provide sufficient information to the other Trustees to enable them to properly debate the matter and shall be absent from that part of the meeting at which the matter is discussed and shall not be counted in the quorum for that part of the meeting and shall have no vote on the matter.
- 66** In accordance with the requirements set out in Articles 67 to 69 inclusive, the Trustees may authorise any matter proposed to them by any Trustee which would, if not authorised, constitute a breach of the duty to avoid conflicts of interests under section 175 of the CA 2006 ('Conflict').
- 67** Any authorisation under Article 66 will be effective only if:
- 67.1** the matter in question shall have been proposed by any Trustee for consideration at a meeting of Trustees in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
- 67.2** any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Trustee in question and the Trustee concerned shall be absent from that part of the meeting at which the matter is discussed;
- 67.3** the matter was agreed to without their voting or would have been agreed to if their vote had not been counted; and
- 67.4** the Trustees, other than the Trustee concerned, consider that it is in the interests of the Charity to authorise the Conflict.
- 68** Any authorisation of a Conflict under Article 66 may (whether at the time of giving the authorisation or subsequently):

- 68.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 68.2 be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may in their absolute discretion determine; and
  - 68.3 be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
- 69 In authorising a Conflict the Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through their involvement in the Conflict otherwise than as a Trustee of the Charity and in respect of which they owe a duty of confidentiality to another person the Trustee is under no obligation to:
- 69.1 disclose such information to the Trustees or to any Trustee or other officer or employee of the Charity; nor
  - 69.2 use or apply any such information in performing their duties as a Trustee, where to do so would amount to a breach of that confidence.
- 70 Where the Trustees authorise a Conflict:
- 70.1 the Trustee will be obliged to conduct themselves in accordance with any terms imposed by the Trustees in relation to the Conflict;
  - 70.2 the Trustee will not infringe any duty they owe to the Charity by virtue of sections 171 to 177 of the CA 2006 provided they act in accordance with such terms, limits and conditions (if any) as the Trustees impose in respect of its authorisation; and
  - 70.3 neither the Trustee nor any Connected Person may receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 5.

#### **MINUTES**

- 71 The Council shall ensure that minutes are kept for a minimum of ten years (or such other period as the Statutes require):
- 71.1 of all appointments of officers made by the Council; and
  - 71.2 of all proceedings at meetings of the Charity and of the Council and of committees and sub-committees of the Council including the names of those present at such meetings.

#### **BANK ACCOUNTS**

- 72 Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity.

#### **ACCOUNTS**

- 73 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Council thinks fit.
- 74 Subject to the requirements of the Statutes, the Charity may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books

and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Voting Members at all reasonable times during usual business hours.

### **INDEPENDENT EXAMINATION AND AUDIT**

- 75** The Council shall comply with their obligations under the Charities Act 2011 and the Statutes with regard to the independent examination or audit of accounts and if required by the Statutes shall appoint an Auditor whose duties shall be regulated in accordance with the Charities Act 2011 or the Statutes.

### **ANNUAL REPORT AND ANNUAL RETURN**

- 76** The Council shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

### **NOTICES**

- 77** Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent or supplied in any way in which the CA 2006 provides for documents or information to be sent or supplied by or to the Charity for the purposes of the Statutes.
- 78** Subject to first obtaining consent of Members, the Charity may supply any document or information to the Members via a website.
- 79** A notice or other document or information sent by a Member in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
- 80** A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 81** Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 81.1** if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 81.2** if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 81.3** if properly addressed and sent or supplied by electronic means, 24 hours after the document or information was sent or supplied; and
- 81.4** if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have

received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

- 82** The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

#### **INDEMNITY**

- 83** Subject to the provisions of the Statutes but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer of the Charity may be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.
- 84** The Council shall have power to resolve pursuant to Article 4.18 to effect indemnity insurance for any relevant officer notwithstanding their interest in such policy.

#### **WINDING-UP**

- 85** Every Voting Member undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while they are a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before they cease to be a Voting Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 86** If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having object similar to or including the Object and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 5 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

#### **BYE-LAWS**

- 87** The Council may from time to time make such reasonable bye-laws as deemed necessary or expedient for the proper conduct and management of the Charity.
- 88** The bye-laws may regulate the following matters but are not restricted to them:
- 88.1** the appointment of Trustees and admission of Members of the Charity and the rights and privileges of such Trustees and Members;
- 88.2** the conduct of Trustees and Members in relation to one another, and to the Charity's employees and volunteers;
- 88.3** the setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- 88.4** the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Companies Act or by the Articles; and
- 88.5** generally, all such matters as are commonly the subject matter of company rules.
- 89** The Council has the power to alter, add to or repeal the bye-laws.
- 90** The Council must adopt such means as they think sufficient to bring the bye-laws to the notice of Members.
- 91** The bye-laws shall be binding on all Members. No bye-laws shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.