

Articles of Association

Company Number: 02700516

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GAURANTEE

ARTICLES OF ASSOCIATION OF

KATHARINE HOUSE HOSPICE

(Adopted by Special Resolution passed on 28 November 2023)

1. Name

The Company's name is Katharine House Hospice (and in this document is called 'the Charity').

2. Defined Terms

In the articles, unless the context requires otherwise-

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'articles' means the charity's articles of association;

'Board' means the board of directors;

'Chair' has the meaning given in article 35;

'Chair of the meeting' has the meaning given in article 30;

'the charity' means the company regulated by these articles;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'member' means any person who agrees to become a member of the charity and whose name is entered in its register of members;

'the memorandum' means the charity's memorandum of association;

'ordinary resolution' has the meaning given in section 282 of the Companies Act 2006;

'participate' in relation to a meeting has the meaning given in articles 14(2) and 28(1);

'proxy notice' has the meaning given in article 16;

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'special resolution' has the meaning given in section 283 of the Companies Act 2006;

'the United Kingdom' means Great Britain and Northern Ireland;

'writing' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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 the articles have the same meaning as in the Companies Acts 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.

3. Liability of members

The liability of each member is limited to a sum not exceeding One Pound (£1.00), being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while the member is a member or within one year after the member ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he ceases to be a member,
- (2) payment of the costs, charges and expenses of winding up, and
- (3) adjustment of the rights of the contributories among themselves.

4. Objects

The charity's objects ('objects') are specifically restricted to the following:

To promote the relief of sickness and suffering (so far as such purpose is charitable) in such ways as the Association shall from time to time think fit, and in particular (but without prejudice to the generality of such object):-:

- (a) To promote by the establishment of day, outpatient or domiciliary care the relief of any persons (without regard to age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex (gender), or sexual orientation) who are suffering from any chronic or terminal illness or from any disability or disease attributable to old age or from other physical or mental infirmity disability or disease and to establish maintain and manage a Hospice Hospital or Residential Home and all ancillary services for such persons;
- (b) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and to disseminate the results thereof;
- (c) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists, occupational therapists, counsellors, and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching and training of students in any branch of medicine, surgery, nursing or allied services;
- (d) By providing or assisting in or encouraging the provision of counselling or spiritual help or guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid or in their usual place of residence.

5. Powers

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

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

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

- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- (13) to establish and conduct clinics, out-patients' departments, surgeries, dispensaries and convalescent homes;
- (14) To make such regulations as to the admission of persons to any home, day centre, clinic or out-patients' department established by or conducted under the directions of the charity, and as to the residence of any persons in any such home as the charity may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the charity may think fit;
- (15) to provide and arrange for such medical or other attention as the charity may think fit for patients in any such home, clinic or out-patients' department as aforesaid or for patients in their own homes;
- (16) to provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any persons being treated or attended in their own homes as the charity may think fit;
- (17) to provide or arrange for a building or premises to be used by the charity as a place of worship and to provide facilities for worship for those of other faiths;
- (18) to establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments;
- (19) to arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the charity;
- (20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the charity.

6. Application of income and property

- 6.1. The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 6.2. (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by the director when acting on behalf of the charity.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 63.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.3. Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

7. Benefits and payments to charity directors and connected persons

General provisions

- 1.1. No director or connected person may.
- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the charity,
- (c) be employed by, or receive any remuneration from, the charity, or
- (d) receive any other financial benefit from the charity
- unless the payment is permitted by sub-clause (2) of this article, or authorized by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- 1.2.
- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that it is available generally to beneficiaries of the charity.
 - (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - (c) Subject to article 7.3, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
 - (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only - controls

- 1.3. The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

1.4. In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
- (b) 'connected person' includes any person within the definition in article 67 'Interpretation'.

8. Declaration of directors' interests

- 8.1. A director must declare the nature and extent of any interest, direct or indirect, which the director 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.

- 8.2. A director must absent himself from any discussions of the charity directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interest and conflicts of loyalties

- 9.1. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 9.2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

10. Members

- 10.1. No person shall become a member of the charity unless:
- (a) that person has completed an application for membership in a form approved by the Board; and
 - (b) the Board have approved the application.

- 10.2. (a) Subject to the limitations imposed by article 10.3, the Board 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 Board must inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision.
- (c) The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.
- 10.3. Limitations on the number of members:
- (a) no more than 15% of the members may be employees of the charity; and
- (b) the number of members shall not be increased in any year by 20% or 20 new members, whichever is greater.
- 10.4. The Board may from time to time fix the level of annual subscriptions (if any) to be paid by members.
- 10.5. Any member whose annual subscription is six months in arrears shall be deemed to have resigned as a member.
- 10.6. All members shall be subject to these articles and any rules authorized by the Board.
- 10.7. Membership is not transferable.
- 10.8. Members are required to keep the secretary advised of any change in their address or contact details. The Board must keep a register of names and addresses of the members.

11. Termination of membership

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 is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Board that it is in the best interests of the charity that his 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 (21) days' notice in writing of the meeting of the Board 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.

12. General meetings and annual general meeting

- 12.1. An annual general meeting must be held each year and not more than fifteen (15) months may elapse between successive annual general meetings.
- 12.2. The directors may call a general meeting at any time.

13. Notice of general meetings

- 13.1. The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one (21) clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear (14) days for all other general meetings.
- 13.2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than Ninety percent (90%) of the total voting rights.
- 13.3. The notice must specify the date, time and place of the general meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 16.

- 13.4. The notice must be given to all the members and to the directors and auditors.
- 13.5. The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the did not receive it because of an accidental omission by the charity.

14. Proceedings at general meetings

- 14.1. No business shall be transacted at any general meeting unless a quorum is present.
- 14.2. Subject to the articles, members participate in a general meeting when:
 - (a) the meeting has been called and takes place in accordance with the articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.3. In determining whether members are participating in a general meeting, it is irrelevant where any member is or how they communicate with each other.
- 14.4. A quorum is:
 - (a) 15 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one quarter of the total membership at the time whichever is the fewer.

'Present' includes being present by suitable electronic means agreed by the Board in which a participant or participants may communicate with all the other participants.
- 14.5. The authorised representative of a member organisation shall be counted in the quorum.
- 14.6. 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 Board shall determine.
- 14.7. The Board must reconvene the meeting and must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 14.8. If no quorum is present at the reconvened meeting within fifteen (15) minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

15. Chairing general meetings

- 15.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Board.
- 15.2. If there is no such person or the person is not present within fifteen (15) minutes of the time appointed for the meeting a director nominated by the Board shall chair the meeting.
- 15.3. If there is only one director present and willing to act, this director shall chair the meeting.
- 15.4. If no director is present and willing to chair the meeting within fifteen (15) minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 15.5. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 15.6. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution adjourning the meeting.
- 15.7. 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.
- 15.8. If a meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 15.9. 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 (2) 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 Ten Percent (10%) of the total voting rights of all the members having the right to vote at the meeting.

- 15.10. (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.
- 15.11. (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.
- 15.12. (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.
- 15.13. (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 (30) after it has been demanded.
- (d) If the poll is not taken immediately at least seven (7) 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.

16. Content of proxy notices

- 16.1. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and

- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- 16.2. The instrument appointing a proxy shall be in the following form or as near as circumstances will admit:-

Katharine House Hospice

I of
a member of the above named charity hereby appoint
of and failing this person of
..... to vote for me and on my behalf at
the general meeting of the Association to be held on the day
of and at every adjournment thereof.

Signed on 20.....

- 16.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.4. Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) 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
 - (b) 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.

17. Delivery of proxy notices

- 17.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 17.2. An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

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

18. Written resolutions

- 18.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than Seventy Five Per Cent (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) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than Seventy Five Per Cent (75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of Twenty Eight (28) days beginning with the circulation date.
- 18.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 18.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.

19. Votes of members

- 19.1. Every member, whether an individual or an organisation, shall have one vote.
- 19.2. No member other than a member duly registered, who has paid every subscription and other sum (if any) which shall be due and payable to the charity in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any meeting.
- 19.3. 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.
- 19.4. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 19.5. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the

charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

- 19.6. Any notice given to the charity will be conclusive evidence that the representative 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 representative has been properly appointed by the organisation.
- 19.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

20. Directors

- 20.1. A director must be a natural person aged 18 years or older.
- 20.2. No one may be appointed a director if that person would be disqualified from acting under the provisions of article 24.
- 20.3. The minimum number of directors shall be five (5) and (unless otherwise determined by a general meeting of the members) the maximum shall be sixteen (16).
- 20.4. A director may not appoint an alternate director or anyone to act on the director's behalf at meetings of the Board.

21. Powers of Board

- 21.1. The Board 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 Companies Acts, the articles or any special resolution.
- 21.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- 21.3. Any meeting of Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

22. Appointment of directors

- 22.1. The charity may by ordinary resolution appoint any member of the charity who is willing to act to be a director.
- 22.2. No member may be appointed a director at any general meeting unless:
 - (1) that member is recommended for election by the Board; or

- (2) not less than fourteen (14) nor more than twenty-eight (28) 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 that person as a director;
 - (c) contains the details that, if that 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.
- 22.3. All members who are entitled to receive notice of a general meeting must be given not less than seven (7) nor more than twenty-eight clear days' (28) notice of any resolution to be put to the meeting to appoint a director.
- 22.4. The term of office of a director shall begin on the date of the general meeting at which the director is elected by the charity.
- 22.5. A director shall at the annual general meeting at which his term of office is due to expire be eligible for re-appointment or re-election for a further period expiring at the conclusion of the second annual general meeting following his re-appointment or re-election. No person shall be eligible for re-appointment or re-election under this article if such person has been re-appointed or re-elected twice under the provisions of this article.
- 22.6. No person shall be eligible for re-appointment or re-election until there has elapsed a period of eleven (11) months from the date of termination of their office as a director under article 23.1.
- 22.7. Where a director holds the office of Chair pursuant to article 35 or Treasurer on the date when the director's term of his office as a director would otherwise expire, then the director's term of office as a director shall be automatically extended until the conclusion of the next annual general meeting immediately following the end of the director's term of office as Chair or Treasurer, subject to the rights of the members under article 24(8).
- 22.8. The Board may appoint any member who is willing to act to be a director. A director appointed by a resolution of the other directors must retire at the next annual general meeting.
- 22.9. 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.

23. Retirement of directors

- 23.1. The term of office of a director shall expire at the conclusion of the 6th annual general meeting after the commencement.
- 23.2. If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

24. Disqualification and removal of directors

A director shall cease to hold office if the director:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
- (3) ceases to be a member of the charity,
- (4) becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
- (5) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three (3) months,
- (6) 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),
- (7) is absent without the permission of the Board from all their meetings held within a period of six (6) consecutive months and the Board resolve that his or her office be vacated, or
- (8) is removed from office by special resolution of the Members.

25. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7.

26. Proceedings of directors

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

27. Calling a Board meeting

- 27.1. Any director may call a Board' meeting by giving notice of the meeting to the Board.
- 27.2. The Secretary (if any) must call a meeting of the Board if requested to do so by a director.
- 27.3. Notice of any Board' meeting must indicate:
 - (a) its proposed time and place,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 27.4. Notice of a Board meeting must be given to each director, in writing and may be given by post, email or other agreed electronic means.
- 27.5. A meeting may be held by suitable electronic means agreed by the Board in which each participant may communicate with all the other participants.

28. Participation in a Board meeting

- 28.1. Subject to the articles, directors participate in a Board meeting when:
 - (a) the meeting has been called and takes place in accordance with the articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 28.2. In determining whether directors are participating in a Board meeting, it is irrelevant where any director is or how they communicate with each other.
- 28.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is treated as taking place wherever any of them is.

29. Quorum for Board meetings

- 29.1. No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Board in which a participant or participants may communicate with all the other participants.
- 29.2. The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the Board.
- 29.3. 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.
- 29.4. 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.

30. Chairing of Board meetings

- 30.1. The Chair shall be entitled to preside at all meetings of the Board at which the Chair is present.
- 30.2. If at any meeting the Chair is not present within five (5) minutes after the time appointed for holding the meeting and willing to preside, the directors present shall appoint another director to chair that meeting.
- 30.3. The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by the articles or delegated to him or her by the Board.

31. Voting at Board meetings

- 31.1. Questions arising at a meeting shall be decided by a majority of votes.
- 31.2. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 31.3. A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 31.4. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

32. Delegation

- 32.1. The Board 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.
- 32.2. The Board may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Board.
- 32.3. The Board may revoke any delegation as they see fit at any time in whole or in part, or alter its terms and conditions.
- 32.4. All acts and proceedings of any committee must be fully and promptly reported to the Board.

33. Committees

- 33.1. Committees to which the Board delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 33.2. The Board may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

34. Validity of directors' decisions

- 34.1. Subject to article 34.2, all acts done by a meeting of the Board, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
 - (d) the vote of that director; and
 - (e) that director being counted in the quorum;

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

- 34.2. Article 34.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of directors if, but for article 34.1, the resolution would have been void, or if the director has not complied with article 8.

35. Appointment of chair

- 35.1. The Board shall elect one of their number, who must have served at least one year as a director, to act as Chair.
- 35.2. The term of Chair shall be for three (3) years from the date of appointment. The Chair shall be eligible for re-election at the end of that term for a further period of three (3) years.
- 35.3. The Board may, at their discretion, appoint a Vice Chair, who must have served at least one year as a director, for a period which they will stipulate, not exceeding three (3) years from the date of appointment.
- 35.4. The Board may revoke any such appointment(s) by ordinary resolution from time to time as they see fit.

36. Appointment of secretary and treasurer

- 36.1. The Board may appoint a Secretary and a Treasurer.
- 36.2. Subject to the provisions of the articles, the individuals (who must be directors) shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit.
- 36.3. Any individual(s) so appointed may be removed by the Board by resolution.
- 36.4. The Board may from time to time by resolution appoint (in like manner and subject as above) an assistant or deputy Secretary and/or Treasurer, and any persons so appointed may act in place of the Secretary or Treasurer (as appropriate) if there is no such person or no such person capable of acting.

37. Appointment of honorary officers

- 37.1. The Board may from time to time appoint such patrons and vice patrons and such presidents and vice presidents, and other honorary officers as the Board may think fit of the charity or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the

charity, and any person may be so appointed whether or not he or she is also a member of the charity or a director.

- 37.2. No remuneration (except by way of repayment of out-of-pocket expenses if any) shall be paid to any person so appointed in respect of any such honorary office.
- 37.3. Save as aforesaid, every such appointment shall be for such period and on such terms as the Board shall think fit.

38. Seal

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

39. Minutes

- 39.1. The Board must keep minutes of all
 - (1) appointments of officers made by the Board;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the Board 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.
- 39.2. Any such minutes of any meeting, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

40. Accounts

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

- 40.3. The Board shall appoint properly qualified auditors or independent examiners as required by the Acts or otherwise by the Charity Commission or other such regulations. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the appointed auditors or independent examiners.
- 40.4. No member who is not a director shall have any right of inspecting any account or book or document of the charity except as conferred by statute or authorised by the Board or by the members in general meeting.

41. Annual report and return and register of charities

- 41.1. The Board must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- 41.2. The Board must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

42. Means of communication to be used

- 42.1. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 42.2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.

- 42.4. 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 in electronic form to the member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a charity meeting and must specify the place date and time of the meeting.
- 42.5. 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.
- 42.6. 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.
- 42.7. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 42.8. Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 42.9. In accordance with section 1147 of the Companies Act 2006 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 form of communication, 48 hours after it was sent.

43. Indemnity

- 43.1. The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 43.2. In this article a 'relevant director' means any director or former director of the charity.

44. Rules

- 44.1. The Board may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the charity.
- 44.2. The rules 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 Board in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- 44.3. The charity in general meeting has the power to alter, add to or repeal the rules.
- 44.4. The Board must adopt such means as they think sufficient to bring the rules to the notice of members of the charity.
- 44.5. The rules shall be binding on all members of the charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

45. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

46. Dissolution

- 46.1. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- 46.2. Subject to any such resolution of the members of the charity, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- 46.3. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the Board the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

47. Interpretation

In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 34 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director,
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above,
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,

- (4) an institution which is controlled –
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together.
- (5) a body corporate in which –
 - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest, or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.