

Company No. 1763614

THE COMPANIES ACTS 1948 TO 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE HAEMOPHILIA SOCIETY

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Incorporated the 21<sup>st</sup> day of October 1983

As amended by special resolutions

passed on 2<sup>nd</sup> March 1996

and on 24 April 1999

and on 6<sup>th</sup> October 2007

and on 15<sup>th</sup> May 2008

and on 25<sup>th</sup> November 2010

THE COMPANIES ACTS 1948 to 2006

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MEMORANDUM OF ASSOCIATION

OF

**THE HAEMOPHILIA SOCIETY**

1. The Name of the Company (hereinafter called “the Charity”) is “THE HAEMOPHILIA SOCIETY”.
2. The Registered Office of the Charity will be situated in England.
3. The objects (“the Objects”) for which the Charity is established are:-
  - (1) the relief of people suffering from Haemophilia and <sup>1</sup>related or associated bleeding disorders
  - (2) the advancement of public education into the nature and causes of Haemophilia and related or associated bleeding disorders<sup>2</sup>
4. In furtherance of the Objects but not further or otherwise the Charity shall have power to do some or all of the following:
  - (1) to provide or assist in the provision of information and advice on haemophilia and related disorders;
  - (2) to provide or assist in the provision of practical assistance and aid (both financial and in kind) to people with haemophilia and related disorders and their families;

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<sup>1</sup> Clause 3 was amended by Special Resolution passed at the Annual General Meeting of the Charity held on 6<sup>th</sup> October 2007.

<sup>2</sup> Clauses 1, 2, 3, 4, 5, 7 and 8 were amended by Special Resolution passed at an Extraordinary Meeting of the Charity held on 2<sup>nd</sup> March 1996.

- (3) to represent the interests of people with haemophilia and related disorders and their families;
- (4) to advance the knowledge and awareness of the general public about haemophilia and related disorders;
- (5) to promote the study of and to undertake or commission research into the causes, diagnosis and treatment of haemophilia and related blood disorders, including (but without prejudice to the generality of the foregoing) research into and the development of processes, techniques and drugs for the cure, prevention and/or control of all such disorders, and to publish the useful results of such research;
- (6) to support or assist in the support of hospitals, dispensaries and nursing establishments (being wholly charitable in nature and whether residential or not) and charitable institutions of higher medical or scientific research;
- (7) to provide or assist in the provision of medical surgical or pharmaceutical equipment books and instructional material of whatsoever kind or other facilities (being wholly charitable in nature);
- (8) to provide or assist in the provision of practical help assistance or advice to sufferers of haemophilia or other related disorders, to their families and others associated with the care and welfare, including (but without prejudice to the generality of the foregoing) the collation and publication of information of a factual nature which may be useful to such sufferers and others as aforesaid;
- (9) to receive and administer funds or make grants for the promotion of individual or collective research in the field or subject of haemophilia or other related disorders by the award of prizes scholarships or fellowships provided that the useful results of research shall be published;
- (10) to make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest repayment security or otherwise as may be thought fit to any charitable institution or association for or towards charitable purposes in any way connected with the purposes of the Charity and calculated to further its objects;
- (11) to raise funds by subscription donation grants loans or otherwise for the purposes of the Charity invite and accept gifts of all kinds and whether inter vivos or by will and whether or not subject to conditions and carry out any condition imposed on any gift which may be accepted. Provided that the Charity shall not undertake or carry on any trading of a permanent nature in raising funds for the objects of the Charity;
- (12) to enter into and carry out contracts;

- (13) to engage and remunerate agents employ and remunerate such staff as may from time to time be necessary and make all reasonable and necessary provision for the payments of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (14) co-operate with any local or public authority or other body concerned to achieve the objects of the Charity or any of them;
- (15) to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit;
- (16) to invest the moneys of the Charity not immediately required for its purposes in or upon such investments securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (17) to subscribe to, become a member of or amalgamate with any other organisation, institution, society or body whose objects are wholly or partly similar to those of the Charity and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any such organisation, institution, society or body;
- (18) to carry out trade insofar as either (a) the trade is exercised in the actual course of carrying out the primary objects of the Company or (b) the trade is temporary and ancillary to the carrying out of the objects of the Company;
- (19) to operate bank accounts in the name of the Charity and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- (20) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (21) to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- (22) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity;

- (23) to permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
  - (24) to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of the Board (or any Trustee) 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 the Board (or any Trustee);
  - (25) to establish charitable trusts for any particular purposes of the Charity, to acts as trustees of any such special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be conducive to its objects;
  - (26) to establish and support or aid in the establishment and support of any local, regional or special interest groups of members the Charity and to establish such rules or bye-laws for the governance of such groups as may be necessary;
  - (27) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Charity or calculated to further its objects; and
  - (28) to do all such other lawful things as shall further the above objects or any of them.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects as set forth in this Memorandum of Association and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any members of the Charity and no Trustees 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 from the Charity; provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; provided that at no time shall a majority of the Board benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- (2) of reasonable and proper remuneration for any goods and services rendered to the Charity by any member, officer or servant who is not a Trustee;
  - (3) of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Trustees or three per cent whichever is greater;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
  - (6) to any Trustee of reasonable out-of-pocket expenses;
  - (7) of reasonable and proper premiums in respect of Trustee Indemnity Insurance effected in accordance with Clause 4(20) above.
6. The liability of the members is limited.
  7. Every Company Member (as such term is defined in the Charity's Articles of Association) of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a Company Member or within one year after he ceases to be a Company Member for payment of the debts and liabilities of the Charity contracted before he ceases to be a Company Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
  8. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Company Members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their Company Members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Company Members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.
  9. <sup>3</sup>Nothing in this document shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.
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<sup>3</sup> Added 15<sup>th</sup> May 2008 under the requirements of the Office of the Scottish Charity Regulator

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

<u>SUBSCRIBER</u>	<u>ADDRESS AND OCCUPATION</u>	<u>WITNESS</u>
Revd Alan John Tanner,	9 Sunningfields Road, London, NW4 4QR. Clerk in Holy Orders.	Miss. I. Hawkins
Mr David Rosenblatt,	6 St. Lawrence Close, Whitchurch Lane, Edgware, Middx. HA8 6RB Insurance Broker.	D. G. Watters
Mr John Lane Prothero,	19 Hillcourt Avenue, London N12 8EY. Civil Servant.	Miss. I. Hawkins
Mr Howard Norman Abrahams,	4 The Chase, Stanmore, Middx, HA7 3RY. Chartered Accountant.	David Watters
Mrs Margaret Irene Britten,	8 Vicarage Court, London, W8 4HE. Research Assistant (Retired).	Miss. I. Hawkins
Mrs Caroline Anne Holliday,	54 Bastion Gardens, Prestatyn, Cllwyd, LL19 7LU. Government Officer.	Miss. I. Hawkins
Mr William Robert Johnstone,	3 Pinehill Park, Bangor, County Down, Northern Ireland BT19 2SB. Administrator.	D. G. Watters

<u>SUBSCRIBER</u>	<u>ADDRESS AND OCCUPATION</u>	<u>WITNESS</u>
Mr Clive Knight,	65 Campbell Court, London, SW7 4PD. Museum Consultant.	D. G. Watters
Dr Ludwig Kuttner,	25 Bushmead Drive, Ashley Heath, Ringwood, Hants. BH24 2HT. Retired University Lecturer.	D. G. Watters
Mrs Dianne Lewis,	“Dolwerdd” 82 Parc-y-Coed, Creigiau, Mid. Glam. CF4 8LZ. Social Worker.	Miss. I. Watters
Mr Kenneth Edward Milne,	14 Thornden Close, Thornden Wood Road, Herne Bay, Kent, CT6 7RY. Civil Servant.	D. G. Watters
Mr Peter Wetherell,	47 Manor Place, Cambridge, CB1 1LJ. Civil Servant.	G. J. Upson

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DATED the 12<sup>th</sup> day of August, 1983.

THE COMPANIES ACTS 1948 TO 2006

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COMPANY LIMITED BY GUARANTEE AND  
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<sup>4</sup>ARTICLES OF ASSOCIATION

OF

**THE HAEMOPHILIA SOCIETY**

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<sup>4</sup> New Articles of Association were adopted at an Extraordinary General Meeting of the Charity held on 2 March 1996.

## INTERPRETATION

### Definitions

1. In these Articles and the Memorandum:
- “the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- “the Articles” means these Articles of Association of the Charity;
- “the Charity” means the above-named charitable company;
- “clear days” 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;
- “the Code of Conduct” means the rules from time to time adopted by the Trustee Board for the purpose of regulating the conduct of Trustees;
- “the Commission” means the Charity Commission;
- “Company Members” means the members of the Charity having the right to vote at General Meetings;
- <sup>5</sup>“Co-opted Trustees” means up to four Trustees co-opted to the Trustee Board in accordance with Article 61;
- “executed” includes any mode of execution;
- “Honorary Officers” means the following honorary officers of the Charity:-
- (1) Honorary Chairman;
  - (2) two Honorary Vice Chairmen; and
  - (3) Honorary Treasurer;
- “members” means all the individuals and organisations admitted to membership (of any class or category) of the Charity whether entitled to vote at General Meetings or not;
- “the Memorandum” means the Memorandum of Association of the Charity;
- “month” means a calendar month;
- “National Sub-Committee” has the meaning given in Article 74(8);

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<sup>5</sup> Inserted by a Special Resolution passed at an Extraordinary General Meeting of the Charity held on 24 April 1999.

“Nominations Committee”	has the meaning given in Article 74(7);
“Office”	means the registered office of the Charity;
<sup>6</sup> “Ordinary Trustees”	means Trustees other than the Honorary Chairman and the Co-opted Trustees;
“Patron”	has the meaning given in Article 11;
“these presents”	means the Articles and the regulations of the Charity from time to time in force;
“the seal”	means the common seal of the Charity if it has one;
“Secretary”	means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity; including a joint, assistant or deputy secretary;
“Trustee”	means a member of the Trustee Board;
“the Trustee Board”	means the board of directors of the Charity;
“the United Kingdom”	means Great Britain and Northern Ireland; and

**Construction** words importing the singular number shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (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 these Articles.

### **MEMBERSHIP OF THE CHARITY**

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|---------------------------|--|
| <b>Membership</b>         | 2. The Charity was registered with an unlimited number of Company Members.   |
|                           | 3. The Company Members shall be the subscribers to the Memorandum and such other individuals (being natural persons) as the Trustee Board shall admit to membership as a Company Member from time to time. |
| <b>Classes of Members</b> | 4. The Charity may from time to time resolve upon the creation of other classes of members of the Charity (including honorary members) provided that the   |

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<sup>6</sup> Inserted by a Special Resolution passed at an Extraordinary Annual General Meeting of the Charity held on 24 April 1999.

rights of such other classes of members do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Trustee Board may from time to time determine.
6. The Trustee Board shall admit to membership such persons or organisations as it shall think fit and the Trustee Board may from time to time prescribe (and vary) criteria for membership. The Trustee Board shall not be obliged to give reasons for refusing to accept any person as a member.

**Subscriptions**

7. The Trustee Board 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 members including members of the same class.

**Cessation of Membership**

8. Membership shall not be transferable and a member shall cease to be a member:-

- (1) in the case of an individual, on death or, in the case of an organisation, upon its ceasing to exist;
- (2) if by notice in writing to the Secretary the member resigns. The member is deemed to have resigned when the letter of resignation is received at the Office;
- (3) by unanimous vote of the Trustee Board that it is in the best interests of the Charity that membership is terminated or, if there shall be more than six members of the Trustee Board, by resolution of the Trustee Board passed by a majority of not less than 3/4ths of the Trustee Board members present and voting at the meeting of the Trustee Board convened for the purpose. A resolution to terminate a member's membership of the Charity shall not be passed unless the member has been given not less than 14 days' notice in writing of the meeting 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 Trustee Board (either personally or through a representative (who need not be a member of the Charity)); and
- (4) if any subscription or other sum payable by the member is not paid on the due date and remains unpaid one month after notice served on the member by the Trustee Board informing him or her that he or she will be removed from the membership if it is not paid. The Trustee Board may readmit to membership of the Charity any person removed on this

ground on his paying such part of the sum due as the Trustee Board may determine.

- Register of Company Members** 10. The Trustee Board must keep a register of names and addresses of the Company Members.

### **PATRONS**

- Appointment of Patrons** 11. The Trustee Board may in its discretion appoint and remove any person to be a Patron of the Charity (and remove any Patron) on such terms as they shall think fit.

12. A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Charity and to be given notice of General Meetings as if a Charity Member and shall also have the right to receive accounts of the Charity when available to Company Members.

### **GENERAL MEETINGS**

- Annual General Meeting** 13. The first Annual General Meeting of the Charity shall be held at such time not being more than 18 months after the incorporation of the Charity and at such place as the Trustee Board may determine.

- Duty to hold an Annual General Meeting** 14. Subject to Article 13 the Charity shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Annual General Meetings shall be held at such times and places as the Trustee Board shall in its absolute discretion determine.

- Convening General Meetings** 15. All General Meetings other than Annual General Meetings shall be called General Meetings. The Trustee Board may call General Meetings in accordance with Article 17 on a minimum of 14 days' notice and, on the requisition of Company Members in accordance with the provisions of the Act, not later than eight weeks after receipt of the requisition.

16. If there are not within the United Kingdom sufficient members of the Trustee Board to call a General Meeting, any Trustee or any Company Member may call a General Meeting.

### **NOTICE OF GENERAL MEETINGS**

- Notice period for Annual General Meetings and General Meetings** 17. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution appointing a person as a Trustee shall be called by at least 21 clear days' notice. All other General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an Annual General Meeting, by all the Company Members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of Company Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at that meeting of all the Company Members.

**Contents and recipients of notice**

18. The notice shall specify the 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 must also contain a statement setting out the rights of Company Members to appoint a proxy. The notice shall be given to all Company Members, Trustees, Patrons and the Auditors.

**Receipt of Notice**

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

### **PROCEEDINGS AT GENERAL MEETINGS**

**Quorum**

20. No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a Company Member or a duly authorised representative of a Company Member organisation shall constitute a quorum.

**If quorum not present**

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 Trustee Board may in its absolute discretion determine.

**Chairman of meeting**

22. The Honorary Chairman or in his absence one of the Honorary Vice Chairman shall preside as Chairman of the meeting, but if none of the Honorary Chairman and the two Honorary Vice-Chairmen shall be present within 15 minutes after the time appointed for holding the meeting or be willing to act, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he or she shall be Chairman.
23. If no Trustee is willing to act as Chairman of the meeting, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the Company Members present in person or by proxy shall choose one of their number to be Chairman.

**Non-voting members**

24. A member shall, notwithstanding that he or she is not a Company Member, be entitled to attend (but not speak or vote) at any General Meeting.

- Adjournment: Chairman's powers** 25. The Chairman 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 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- Methods of voting** 26. 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 Act, a poll may be demanded:
- (1) by the Chairman; or
  - (2) by at least two Company Members present in person or by proxy and having the right to attend and vote at the meeting; or
  - (3) by a Company Member or Company Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Company Members having the right to vote at the meeting.
- Declaration of result** 27. Unless a poll is duly demanded a declaration by the Chairman 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.
- Withdrawal of demand for poll** 28. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. 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.
- Conduct of poll** 29. A poll shall be taken as the Chairman directs and he or she may appoint scrutineers (who need not be 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.
- When poll to be taken** 30. No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman 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.

**Casting vote** 31. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

**Written resolutions** 32. Subject to the provisions of the Act a resolution of Company Members shall be effective provided that a copy of the proposed resolution has been sent to every eligible member (as such term is defined in section 289(1) of the Act) of the Charity and a simple majority (or, in the case of a special resolution, a majority of not less than 75 per cent) of such eligible members has signified its 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 members have signified their agreement. In the case of a Company Member that is an organisation, its authorised representative may signify its agreement.

### **VOTES OF COMPANY MEMBERS**

**Number of votes** 33. Subject to Article 28, every Company Member, whether an individual or an organisation, shall have one vote.

**Company Members' interests** 34. No Company Member shall debate or vote on any matter in which he or she is personally interested without the permission of the majority of the persons present and voting.

### **CORPORATE REPRESENTATIVES AND PROXIES**

**Corporate representatives** 35. Any organisation which is a Company Member may by resolution of its Council or other governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Charity, and the individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as the organisation could exercise if it were an individual Company Member of the Charity. The representative shall not be entitled to represent the organisation at any meeting unless an instrument of appointment has been received by the Charity. The instrument appointing the representative shall be in such form as the Trustee Board may approve. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

**Appointment of proxies** 36. Any Company Member of the Charity entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote (by show of hands or poll) instead of him or her.

**Execution of proxy** 37. The instrument appointing a proxy shall be in writing signed by the Appointor or his attorney duly authorised in writing and shall be in such form as the Trustee Board may approve.

- Delivery/receipt of proxy appointment** 38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- Rights of proxy** 39. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Qualification of voters** 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 Chairman whose decision shall be final and conclusive.
- Authorised representatives** 41. A vote given or poll demanded by the duly authorised representative of a Company Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or, (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- Validity of instrument of proxy** 42. A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation of the Company Member shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or, (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **THE TRUSTEE BOARD**

- Composition of Trustee Board** 43. <sup>7</sup>The Trustee Board shall comprise the following (all of whom must be Company Members):-
- (1) seven Ordinary Trustees;
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<sup>7</sup> Amended by a Special Resolution passed at an Extraordinary General Meeting of the Charity on 24 April 1999.

- (2) one Honorary Chairman; and
- (3) up to four Co-opted Trustees (as provided in Article 61),

each being a *Trustee* and together, the *Trustees*.

**Trustees' interests** 44. Except to the extent permitted by clause 5 of the Memorandum, no member of the Trustee Board 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.

**Trustees' expenses** 45. The members of the Trustee Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Trustee Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### **POWERS OF THE TRUSTEE BOARD**

**Powers of the Trustee Board** 46. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Trustee Board 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 and are not by statute or by these presents required to be exercised by the Charity in General Meeting. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustee Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustee Board by the Articles and a meeting of the Trustee Board at which a quorum is present may exercise all the powers exercisable by the Trustee Board.

**Agents** 47. The Trustee Board 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.

**National Sub-committees** 48. The Trustee Board shall have the power to appoint one or more Trustees to any National Sub-Committee.

**Power to issue regulations** 49. The Trustee Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and the affairs thereof, as to prescribing classes of and conditions of membership and the rights and privileges of members; as to the duties of any officers or servants of the Charity; as to the conduct of the business of the Charity by the Trustee Board or any committee or sub-committee (including but not limited to the Code of Conduct) and as to any of the matters or things within the power or under the

control of the Trustee Board provided that the same shall not be inconsistent with the Articles.

50. The Trustee Board and the Charity in General Meeting shall have power to repeal or alter or add to any regulations and the Trustee Board shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such regulations which shall be binding on members.

### **APPOINTMENT OF TRUSTEES**

**Conditions of appointment as a Trustee**

51. <sup>8</sup>No person may be appointed, in any capacity, as a member of the Trustee Board:
- (1) unless he or she has attained the age of 18 years;
  - (2) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 67; or
  - (3) unless such person, in the case of an Ordinary Trustee, has met with the Nominations Committee or, in the case of the Honorary Chairman or a Co-opted Trustee, has been interviewed by the Nominations Committee in accordance with Article 74(7).

**Appointment of Honorary Chairman**

52. Subject to Article 53 below, the Honorary Chairman, being either an external candidate or an existing or previous Trustee who has in each case been recommended for the role by the Nominations Committee, shall be appointed for a period of three years by a resolution of the Ordinary Trustees and the Co-opted Trustees.

**Honorary Chairman's term of office**

53. An Honorary Chairman, elected in accordance with Article 52, shall be able to serve in that capacity for a maximum of two three year terms. The Honorary Chairman's appointment shall be terminable by the Trustee Board, or the Honorary Chairman, at any time for any reason whatsoever on one month's notice, or at the Trustee Board's sole discretion in the event of gross misconduct by the Honorary Chairman. The Honorary Chairman shall not receive any remuneration for the provision of his or her services to the Charity.

**Subsequent appointment of Honorary Chairman**

54. Any person who has served as Honorary Chairman may not, after the expiration or termination (as provided in Article 53) of his or her final term of office in that capacity subsequently serve on the Trustee Board as either an Ordinary Trustee or a Co-opted Trustee. For the avoidance of doubt, a person may serve as Honorary Chairman irrespective of how many years he or she has served as an Ordinary or Co-opted Trustee.

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<sup>8</sup> Previous Articles 48 and 49 were deleted and Article 50 renumbered as Article 48 by a Special Resolution passed at an Extraordinary General Meeting of the Charity held on 24 April 1999.

- Appointment of Ordinary Trustees** 55. Subject to Article 56, Ordinary Trustees shall be elected for a fixed term of three years by postal election of Company Members conducted in accordance with Articles 58 and 59.
- Ordinary Trustees' term of office** 56. Ordinary Trustees, elected in accordance with Article 55, may hold office for a maximum of nine years, comprising three three-year terms, provided that:
- (1) any proposed Ordinary Trustee who has served for a continuous period of six years (including any period served as a Co-opted Trustee or as Honorary Chairman) shall not be eligible to stand for re-election for a final three-year term before one year has elapsed since the end of such continuous period (although this Article 56(1) shall not, at any time, preclude the appointment of such a person as a Co-opted Trustee); and
  - (2) any time served by a proposed Ordinary Trustee as a Co-opted Trustee or as Honorary Chairman, shall be included in the maximum aggregate nine-year period, and the length of their final term in office shall be reduced accordingly.
- Transitional provisions** 57. For the period immediately following the adoption of these Articles:
- (1) any Ordinary Trustees first elected at or after the 2008 Annual General Meeting shall be treated as serving their first three-year term; and
  - (2) any Ordinary Trustees first elected at or after the 2007 Annual General Meeting shall be treated (subject to Article 56(2)) as serving their second three-year term.
- Process for nominating Company Members as Ordinary Trustees** 58. The Trustee Board shall send to each Company Member, not less than six weeks prior to the Annual General Meeting of the Charity, a circular letter:-
- (1) stating the number of vacancies, if any, for Ordinary Trustees to be filled by the postal election;
  - (2) stating the names of any candidates offering themselves for re-election, the number of meetings of the Trustee Board in the current term which each was entitled to attend; the number of such meetings which each actually attended and details of any meetings missed by virtue of ill health;
  - (3) inviting the Company Members to send to the Secretary by that date any nominations of other candidates for the election; and
  - (4) stating the date (not being less than three weeks after the date on the circular letter is sent out) by which nominations of other candidates must be received by the Secretary.

**Postal voting procedure for appointment of Ordinary Trustees**

59. The Trustee Board may determine the procedure for holding of such postal election. Unless and until otherwise determined by the Trustee Board the following provisions shall have effect, namely:-

- (1) with the notice of the Charity's Annual General Meeting the Trustee Board shall send to each Company Member a ballot paper setting out the names of all the persons who are candidates for election and the post for which each is standing with directions for voting and specifying a date (not being less than seven days after the date on which such ballot papers are sent out) by which a Ballot Paper must be received back by the Secretary if the votes cast thereon are to be counted;
- (2) each Company Member shall have as many votes as there are vacancies to be filled but no Company Member may cast more than one vote for any one candidate. Any ballot paper on which more votes are cast than the number of vacancies to be filled or on which more than one vote is cast for any one candidate shall be wholly void;
- (3) subject as hereinafter provided the candidates elected shall be those equal in number to the number of vacancies to be filled who receive the highest number of votes on the ballot papers duly completed by the Company Members to whom they were sent and received back by the Secretary by the specified date;
- (4) in the event of an equal number of votes being cast for any two or more candidates for any one vacancy the Honorary Chairman shall have a second or casting vote;
- (5) the results of the elections shall be announced at the Annual General Meeting following which announcement the newly elected Trustees shall take office.

**Appointment of Honorary Vice-Chairmen**

60. At the first meeting of the Trustee Board after any Annual General Meeting at which Ordinary Trustees have been appointed by the Company Members, the Honorary Chairman and the Ordinary Trustees shall elect, from amongst the seven Ordinary Trustees, two Honorary Vice-Chairmen (and in the event of an equal number of votes being cast for any post, the Honorary Chairman shall have a casting vote). However, no Ordinary Trustee shall be eligible to be appointed as an Honorary Vice-Chairman unless he or she has served as an Ordinary Trustee for at least one year prior to their appointment as an Honorary Vice-Chairman.

**Appointment of Co-opted Trustees**

61. At the sole discretion of a simple majority of the Honorary Chairman and Ordinary Trustees, and subject to Article 62 below, up to four Co-opted Trustees (who shall serve until the commencement of the first meeting of the Trustee Board after the following Annual General Meeting), may be appointed, on the recommendation of the Nominations Committee, by resolution of a simple majority of the Honorary Chairman and Ordinary

Trustees from time to time. In determining whether to recommend the appointment of one or more Co-opted Trustees, the Nominations Committee shall have regard to ensuring that the Trustee Board, so far as is possible, has an appropriate balance of skills, gender and ethnicity and whether the potential Co-opted Trustee has special skills or experience which would be of assistance to the Trustee Board in the execution of its duties.

62. Co-opted Trustees elected in accordance with Article 61 may hold office for a maximum of nine years, comprising of nine one year terms provided that any time served by a Co-Opted Trustee as an Ordinary Trustee shall be included in the maximum aggregate nine-year period.
- Co-opted Trustee to be Company Member** 63. In the event that on appointment as a Co-opted Trustee, an individual is not a Company Member, then the Trustee Board and that individual shall immediately take all steps necessary to ensure that the Co-opted Trustee becomes a Company Member as soon as practicable following the Co-opted Trustee's date of appointment.
- Co-opted Trustee as Honorary Treasurer** 64. On the recommendation of the Nominations Committee, the Honorary Chairman and Ordinary Trustees may resolve to appoint a Co-opted Trustee to act as the Charity's Honorary Treasurer. In the event that the Nominations Committee considers that an existing Ordinary Trustee possesses, or attains, the requisite credentials to act as Honorary Treasurer then any Co-opted Trustee acting as Honorary Treasurer at such time, shall immediately stand down from the role of Honorary Treasurer in favour of the Ordinary Trustee so recommended by the Nominations Committee.
- Power of Trustee Board to fill vacancies** 65. The Trustee Board may appoint a person who is willing to act as a Trustee to fill a vacancy. An Ordinary Trustee so appointed shall hold office only until the next Annual General Meeting. If not reappointed in the next postal election for Ordinary Trustees, he or she shall vacate office at the conclusion of the Annual General Meeting.
- Limits on number of Trustees** 66. <sup>9</sup>The Charity may, from time to time, in General Meeting increase or reduce the number of members of the Trustee Board and may, solely in the case of Ordinary Trustees, make the appointments necessary for effecting any such increase.

### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE TRUSTEE BOARD**

- Removal of Trustees** 67. A Trustee shall cease to hold office if he or she:-
- (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;

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<sup>9</sup> Previous Articles 55 and the remaining Articles were renumbered as Articles 56 to 92 by a Special Resolution passed at an Extraordinary General Meeting of the Charity held on 24 April 1999.

- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns his or her office by notice to the Charity (but only if at least two members of the Trustee Board will remain in office when the notice of resignation is to take effect);
- (5) is absent without the permission of the Trustee Board from all their meetings held within a period of six months and the Trustee Board resolve that his or her office be vacated;
- (6) removed by a resolution of the Trustee Board (a) following a breach of the Code of Conduct or (b) if a majority of the Trustee Board consider that such removal would be in the best interests of the Charity;
- (7) a bankruptcy order is made against the Trustee; or
- (8) a composition is made with that Trustee's creditors generally in satisfaction of his or her debts.

**Members' removal of members of the Trustee Board**

68. In addition, and without prejudice to the provisions of Section 168 and 169 of the Act, the Charity may by Ordinary Resolution remove any member of the Trustee Board who is not a Co-opted Trustee before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another qualified member in his or her stead but any person so appointed shall retain office so long only as the member of the Trustee Board in whose place he or she is appointed would have held the same if he or she had not been removed.

### **REMUNERATION OF TRUSTEES**

**Trustees' remuneration**

69. The Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

### **PROCEEDINGS OF THE TRUSTEE BOARD**

**Trustee Board Meetings**

70. Subject to the provisions of the Articles, the Trustee Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two members of the Trustee Board may, and the Secretary at the request of two members of the Trustee Board shall, call a meeting of the Trustee Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

**Quorum for  
Trustee Board  
Meetings**

71. The quorum for the transaction of the business of the Trustee Board may be fixed by the Trustee Board but shall not be less than one third of their number or two whichever is the greater.
72. The Trustee Board may act notwithstanding any vacancies but, if the number of members of the Trustee Board is less than the number fixed as the quorum, the continuing members of the Trustee Board may act only for the purpose of filling vacancies or of calling a General Meeting.

**Chairman of  
Trustee Board  
meetings**

73. Unless he is unwilling to do so, the Honorary Chairman shall preside at every meeting of Trustee Board at which he is 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, one of the Honorary Vice-Chairman shall be Chairman of the meeting.

**Delegation of  
powers**

74. The Trustee Board may delegate any of its powers or the implementation of any of its resolutions to any committee and:-
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - (2) the composition of any such committee shall be entirely in the discretion of the Trustee Board and may comprise such of their number (if any) as the resolution may specify;
  - (3) the deliberations of any such committee shall be reported regularly to the Trustee Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustee Board and for that purpose every committee shall appoint a secretary;
  - (4) all delegations under this Article shall be recoverable at any time;
  - (5) the Trustee Board may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
  - (6) for the avoidance of doubt, the Trustee Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one member of the Trustee Board shall be required;
  - (7) the Trustee Board shall establish a Nominations Committee which shall (i) meet with members who have been nominated to stand for a Trustee position on the Trustee Board to inform them of the requirements for the role; (ii) interview persons who are under consideration by the Trustee Board as potential Co-opted Trustees or

Honorary Chairman; and (iii) recruit an Honorary Chairman (including, where appropriate, advertising externally for suitable candidates) and making the appropriate recommendation to the Trustee Board; and

(8) the Trustee Board shall at its sole discretion, from time to time, establish one or more National Sub-Committee(s) in order to further certain of the Charity's activities, as may be specified by the Trustee Board at its sole discretion, throughout the United Kingdom.

**Validity of acts of the Trustee Board**

75. All acts done by a meeting of the Trustee Board, 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 and had been entitled to vote.

**Declaration of interests**

76. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared, and such interest must be recorded in a register of interests to be maintained by the Charity. A Trustee must absent himself or herself from any discussions of the Trustee Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

**Resolutions in writing**

77. A resolution in writing, or in electronic form, signed or agreed to by all the members for the time being of the Trustee Board or any committee shall be as valid and effective as if it had been passed at a meeting of the Trustee Board or (as the case may be) such committee duly convened and held.

**Meetings by telephone, etc.**

78. Trustees and members of any committee may participate in or hold a meeting of the Trustee Board or any committee by means of conference telephone or similar communications equipment (including suitable electronic means) so that all persons participating in the meeting may communicate with each other. 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 Trustee Board or a committee (as the case may be) duly convened physically present.

## **OTHER OFFICERS AND ADVISERS**

**Appointment and removal of Honorary President and Honorary Vice Presidents**

79. The Trustee Board may appoint for the Charity an Honorary President and up to six Honorary Vice-Presidents who shall each serve for a term of two years but may be re-appointed at the expiration of any such term. Any person appointed pursuant to this Article may be removed from office prior to the expiration of his or her term of office by the Charity in General Meeting.

**Appointment and removal of Secretary, deputy treasurer and Honorary Medical Advisers**

80. Subject to the provisions of the Act and to clause 5 of the Memorandum, the Trustee Board:-

- (1) shall appoint or engage the Secretary and may appoint an assistant or deputy Secretary;
- (2) may appoint or engage a deputy treasurer and such other officers or servants as they shall see fit;
- (3) may appoint one or more Honorary Medical Advisers to the Charity,

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Trustee Board determines and the Trustee Board may dismiss any officer, servant or adviser so appointed or engaged.

**Appointment of External Advisers**

81. The Trustee Board may, from time to time and in its absolute discretion, resolve to appoint such external advisors as it deems necessary to assist in the execution of its duties to the Charity. For the avoidance of doubt, such external advisors shall not be entitled to attend meetings of the Trustee Board, but shall not be permitted to vote on the matters considered thereat. The Charity shall, at all times, bear any and all costs associated with the appointment of any external advisors in accordance with this Article 81.

## **MINUTES**

**Minutes required to be kept**

82. The Trustee Board shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Trustee Board; and
- (2) of all proceedings at meetings of the Charity and of the Trustee Board and of committees and sub-committees of the Trustee Board including the names of those present at each such meeting, the decisions made at the meetings and, where appropriate, the reasons for the decisions.

**Conclusiveness of Trustee Board minutes**

83. Any such Trustee Board meeting minutes, if purporting to be authenticated by the chairman of the Trustee Board meeting to which they relate or of the next Trustee Board meeting, shall be sufficient evidence of the proceedings of the Trustee Board meeting without any further proof of the facts stated in them notwithstanding that all the Trustees have not actually come together or that there may have been a technical defect in the proceedings.

## **GROUPS**

**Local and Special Interest Groups**

84. Before establishing Local or Special Interest Groups of the Charity (as authorised by the Memorandum of Association) the Trustee Board shall agree with the founder members of such Groups rules by which the Group will be administered. Such rules shall give effect to the following:

- (1) Groups will elect their own officers (Chairperson, Secretary and Treasurer) and may elect a committee consisting of up to seven additional members;
  - (2) Groups will participate in the Charity's centralised banking arrangements;
  - (3) Groups will keep books of account which shall be audited by the Charity's Auditors; and
  - (4) copies of the Minutes of all Group meetings will be submitted to the Secretary within a reasonable period of the meeting and twice a year the Chairman of each Group (or his nominee) will make a report to Trustee Board either in person or in writing.
85. Any Group formed in accordance with Article 84 shall (i) remain subject to the control of the Charity and undertake to act in the best interests of the Charity at all times; and (ii) hold its assets on trust for the Charity.

#### **THE SEAL**

**Authority required for execution of deed**

86. The seal shall only be used by the authority of the Trustee Board or of a committee of the Trustee Board authorised to do so by the Trustee Board. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

#### **BANK ACCOUNTS**

**Operation of the Charity's bank account**

87. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall require two signatures.

#### **ACCOUNTS**

**Location of accounting records**

88. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Trustee Board think fit.

**Right to inspect records**

89. 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 Members at all reasonable times during usual business hours.

- Retention of accounting records** 90. The Trustee Board must keep accounting records as required by the Act.
- Sending of annual accounts** 91. The Trustee Board shall lay before the Annual General Meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Trustee Board as to the state of affairs of the Charity and a report of the Auditors shall comply with the provisions of the Act. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Charity.

### **AUDIT**

- Appointment of Auditors** 92. Auditors shall be appointed and their duties regulated in accordance with the Act.

### **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- Annual return** 93. The Trustee Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commission and the transmission to the Commission of the statement of accounts to the Charity.
- Central register of Charities** 94. The Trustee Board must notify the Commission of any changes to the Charity's entry on the Central Register of Charities.

### **COMMUNICATIONS**

- Form of notice** 95. Any notice to be sent to or by any person pursuant to these Articles (other than a meeting of the Trustee Board) shall be in writing.
- Method of giving notice to member** 96. Subject to Article 95 any notice to be given to or by any person pursuant to the Articles shall, subject to the provisions of the Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Act, be in such form and by such means as the Charity may in its absolute discretion determine.
- Registered address outside of the UK** 97. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him or her shall (provided that, in the case of electronic form, the Charity so agrees) be entitled to have notices given to him or her at that address, but otherwise:

- (1) no such member shall be entitled to receive any notice from the Charity; and
- (2) without prejudice to the generality of the foregoing, any notice of a general meeting of the Charity which is in fact sent or purports to be sent to such member shall be ignored for the purpose of determining the validity of the proceedings at such general meeting.

**Deemed receipt of notice** 98. A member present, either in person or by proxy, 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.

**Terms and Conditions for electronic means** 99. The Trustees may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for sending of notices, other documents and proxy appointments by the Charity to members.

**Proof of sending when notices etc. deemed sent by post** 100. Proof that a document or information sent in hard copy form was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A document or information sent by the Charity to a member by post shall be deemed to be given 48 hours after the document or information was posted.

**Proof of sending when notice etc. deemed sent by electronic means** 101. Proof that a document or information sent, supplied or contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A document or information shall be deemed to be given 48 hours after the electronic communication was sent. Such document or information shall be deemed received by the member on that day notwithstanding that the Charity becomes aware that the member failed to receive the relevant document or information for any reason and notwithstanding that the Charity subsequently sends a hard copy of such document or information by post to the member.

**When notices etc. deemed sent by a website** 102. A document or information sent or supplied by the company to a member by means of a website shall be deemed to have been received by the member:

- (1) when the document or information was first made available on the website; or
- (2) if later, when the member is deemed by Article 100 or 101 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the Charity becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Charity subsequently sends a hard copy of such document or information by post to the member.

Accidental omission to give notice

103. 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

Indemnity to members of the Trustee Board

104. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Trustee Board may otherwise be entitled every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her 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 him or her in the execution and discharge of his or her duties or in relation thereto.

### INSURANCE

Indemnity Insurance

105. The Trustee Board shall have power to resolve pursuant to clause 4(2) of the Memorandum to effect Indemnity Insurance notwithstanding their interest in such policy.

Relevant loss Insurance

106. The Trustees may decide to purchase and maintain insurance at the expense of the Charity, for the benefit of any relevant Trustee in respect of any relevant loss.

In this article –

(1) a “relevant Trustee” means any Trustee or former Trustee of the Charity;

(2) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Charity.

### WINDING-UP

Liquidator distributions

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

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

<u>SUBSCRIBER</u>	<u>ADDRESS AND OCCUPATION</u>	<u>WITNESS</u>
Revd Alan John Tanner,	9 Sunningfields Road, London, NW4 4QR. Clerk in Holy Orders.	Miss. I. Hawkins
Mr David Rosenblatt,	6 St. Lawrence Close, Whitchurch Lane, Edgware, Middx. HA8 6RB Insurance Broker.	D. G. Watters
Mr John Lane Prothero,	19 Hillcourt Avenue, London N12 8EY. Civil Servant.	Miss. I. Hawkins
Mr Howard Norman Abrahams,	4 The Chase, Stanmore, Middx, HA7 3RY. Chartered Accountant.	David Watters
Mrs Margaret Irene Britten,	8 Vicarage Court, London, W8 4HE. Research Assistant (Retired).	Miss. I. Hawkins
Mrs Caroline Anne Holliday,	54 Bastion Gardens, Prestatyn, Cllwyd, LL19 7LU. Government Officer.	Miss. I. Hawkins
Mr William Robert Johnstone,	3 Pinehill Park, Bangor, County Down, Northern Ireland BT19 2SB. Administrator.	D. G. Watters

<u>SUBSCRIBER</u>	<u>ADDRESS AND OCCUPATION</u>	<u>WITNESS</u>
Mr Clive Knight,	65 Campbell Court, London, SW7 4PD. Museum Consultant.	D. G. Watters
Dr Ludwig Kuttner,	25 Bushmead Drive, Ashley Heath, Ringwood, Hants. BH24 2HT. Retired University Lecturer.	D. G. Watters
Mrs Dianne Lewis,	“Dolwerdd” 82 Parc-y-Coed, Creigiau, Mid. Glam. CF4 8LZ. Social Worker.	Miss. I. Watters
Mr Kenneth Edward Milne,	14 Thornden Close, Thornden Wood Road, Herne Bay, Kent, CT6 7RY. Civil Servant.	D. G. Watters
Mr Peter Wetherell,	47 Manor Place, Cambridge, CB1 1LJ. Civil Servant.	G. J. Upson

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DATED the 12<sup>th</sup> day of August, 1983.