

The Companies Act 2006

Company limited by guarantee and not having a share capital

Articles of association of St. Margaret's Somerset Hospice

Company number: 01471345

Incorporated on: 7 January 1980

Articles adopted:

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ST. MARGARET'S SOMERSET HOSPICE¹

Adopted by special resolution passed on

GENERAL

1 No regulations or articles set out in any legislation relating to companies will apply as the regulations or articles of the Association.

2 The following table gives the meaning of certain words and expressions as they are used in these articles.

the Act	means the Companies Act 2006;
these articles	means these articles of association, including any changes to them, and the expression this article refers to a particular article in these articles of association;
the Association	means the above named company;
Chairman	means (if any) the chairman of the Association from time to time appointed by the Trustee Board in accordance with these articles;
clear days	means, in relation to the period of a notice, a period excluding (i) the day of the meeting or adjourned meeting (as the case may be), and (ii) the day on which the notice is given or deemed to be given;
Commission	means the Charity Commission for England and Wales;
members	means (except in relation to the Trustees, in that capacity) the persons who are for the time being the members of the Association, each being a member ;
Trustee	means a member for the time being of the Trustee

¹ Name changed from St. Margaret's Somerset Hospice Limited by special resolution passed on 30 November 2009.

Board;

Trustee Board

means the board of directors for the time being of the Association (and, as such, charity trustees as defined by section 177 of the Charities Act 2011);

United Kingdom

means Great Britain and Northern Ireland; and

Vice-Chairman

means a vice-chairman of the Association (if any, but subject to a maximum of two in number) from time to time appointed by the Trustee Board in accordance with these articles.

3 In these articles:

- 3.1 unless the context otherwise requires, words in the singular include the plural, and the same in reverse;
- 3.2 unless the context otherwise requires, the defined expressions listed in Schedule 8 to the Act mean the same when used in these articles;
- 3.3 a reference to any statute or provision of a statute includes any statutory modification or re-enactment of it for the time being in force and any subordinate legislation for the time being in force made under it (but this article does not affect the interpretation of article 3.2);
- 3.4 a reference to an **address** includes a number or address registered with the Association or (as the case may be) specified by the Association, in either case for the purposes of sending or receiving notices, documents or information by electronic means;
- 3.5 a reference to any gender shall include all genders;
- 3.6 a reference to a **person** includes any natural person, body corporate, partnership, trust or unincorporated association (in each case whether or not having separate legal capacity); and
- 3.7 expressions referring to **writing** or **written** include notices, documents or information sent by or supplied in electronic form and (in the case of a communication by the Association) by means of a website.

4 The headings to these articles do not affect the interpretation of them.

MEMBERS' LIMITED LIABILITY

5 The liability of the members is limited.

6 Every member undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a 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.

RESTRICTION ON ASSOCIATION'S OBJECTS

7 The Association's objects are specifically restricted to the following:

To promote the relief of sickness by such charitable means as the Association shall from time to time think fit, and in furtherance of the above objects but not otherwise:

- 7.1 To establish, maintain and conduct hospitals, residential nursing homes and clinics in England or Wales for the reception and care of persons of either sex who are suffering from any illness, disability, disease or other infirmity whether physical or mental and by providing medical or other treatment and attention for any such persons as aforesaid either in their own homes or at any institution of the Association and so that any such institution of the Association may be restricted to patients of one sex only.
- 7.2 To provide or assist in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and the teaching or training of students in any branch of medicine, surgery, nursing or allied services.
- 7.3 To conduct or promote 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 illnesses and to disseminate the results thereof to the public.
- 7.4 To provide or assist the provisions of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.
- 7.5 To purchase, take on lease or in exchange, hire, accept as a gift, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections temporary or permanent necessary for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.
- 7.6 To establish and conduct on a permanent or a temporary basis clinics, outpatients' departments, surgeries, dispensaries and convalescent homes.
- 7.7 To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects.
- 7.8 To make such regulations as to the admission of persons to any hospital, home, clinic

or outpatients' department established by or conducted under the direction of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association 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 Association may think fit.

- 7.9 To provide or arrange for such medical or other attentions as the Association may think fit for patients in any such hospital, home, clinic or outpatients' department as aforesaid or for patients in their homes.
- 7.10 To provide such medical supplies, equipment and apparatus, drugs, amenities comforts and other things necessary for the material or spiritual welfare of any persons resident or working in or attending any such hospital, home, clinic or outpatients' department as aforesaid or any persons being treated or attending in their own homes as the Association may think fit.
- 7.11 To provide or arrange for a building or premises to be used by the Association as a location for worship.
- 7.12 To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.
- 7.13 To arrange lectures and conduct training courses and to publish pamphlets, books, journals, video and other electronic media and other publications relating to the work of the Association.
- 7.14 To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.
- 7.15 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- 7.16 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- 7.17 To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and which will further the objects of the Association.
- 7.18 To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- 7.19 To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time being imposed or required by law and subject also as hereinafter provided.
- 7.20 To establish and support or aid in 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 objects of the Association.

- 7.21 To administer or act as almoner of any funds specially contributed by way of donation, subscription, grant or legacy for the purpose of instituting, improving or extending facilities of the establishment or establishments operated by the Association or of facilitating the attendance of sick persons thereat.
- 7.22 To do all such other things as are necessary for the attainment of the objects of the Association or any of them.

Provided that:

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Association's objects shall not extend to the regulations of workers and employers or organisations of workers and organisations of employers.
- (c) In case the Association shall take or hold any property subject to the jurisdiction of the Commission, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustee Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would as such Trustee Board or governing body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Court or the Charity Commission over such Trustee Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

APPLICATION OF INCOME AND PROPERTY

- 8 The income and property of the Association must be applied solely towards the promotion of its objects as set out in article 7, and none of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member, and no Trustee may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. This does not prevent any payment in good faith by the Association:
- 8.1 of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
 - 8.2 of interest on money lent by a member or Trustee at a rate per annum not exceeding two percent less than the base rate of a clearing bank selected by the Trustee Board

- or three percent, whichever is greater;
 - 8.3 of reasonable and proper rent for premises demised or let by any member or Trustee;
 - 8.4 of fees, remuneration of other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the capital of the company;
 - 8.5 to any Trustee of out-of-pocket expenses;
 - 8.6 to effect proper insurance for the buildings, property and employees of the Association;
 - 8.7 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 8.8 in order to indemnify any Trustee in accordance with article 138
- 9 The receipt by a Trustee of any payment or benefit in relation to any description of transaction or arrangement specified in article 8 will not constitute a breach of the Trustee's duty under section 175 of the Act to avoid conflicts of interest. No such transaction or arrangement will be liable to be avoided on the ground of any such payment or benefit.

INVESTMENT MANAGEMENT POWERS

- 10 The Association may appoint as its investment manager a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
- 10.1 an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - 10.2 a company or firm of repute which is an authorised or exempt person within the meaning of that Act.
- 11 The Association may delegate to an investment manager so appointed, power at his discretion to buy and sell investments for it in accordance with the investment policy laid down by it. The Association may only do so in terms consistent with articles 12 and 13.
- 12 Where the Association makes any delegation under article 11, it must:
- 12.1 inform the investment manager in writing of the extent of the Association's investment powers;
 - 12.2 lay down detailed investment policy for the Association and immediately inform the investment manager in writing of it and of any changes to it;
 - 12.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - 12.4 ensure that it is kept informed of, and review on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of

- this delegated authority;
- 12.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - 12.6 review the appointment at such intervals not exceeding 24 months as it thinks fit; and
 - 12.7 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Association decides and as are consistent with the terms of this article, provided that such remuneration may include commission, fees and/or expenses earned by the investment manager if and only to the extent that such commission, fees and/or expenses are disclosed to the Association.
- 13 Where the Association makes any delegation under article 11, it must do so on the terms that:
- 13.1 the investment manager complies with the terms of his delegated authority;
 - 13.2 the investment manager does not do anything which the Association does not have the power to do;
 - 13.3 the Association may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms contained in this clause; and
 - 13.4 the Association must give directions to the investment manager as to the manner in which he is to report to it all sales and purchases of investments on its behalf.
- 14 The Association may:
- 14.1 make such arrangements as it thinks fit for any investments of the Association or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Association's nominee; and
 - 14.2 pay reasonable and proper remuneration to any corporate body acting as the Association's nominee in pursuance of this article.

MEMBERSHIP

- 15 The subscribers to the memorandum of association and such other persons as the Trustee Board may admit to membership in accordance with the provisions of these articles will be members. Members have the responsibilities set out in these articles, including the role of appointing and, if necessary, removing Trustees and approving changes to these articles. In addition to these legal duties and responsibilities, members are encouraged to and may be invited to support the Association in other ways.
- 16 The maximum number of persons who may be admitted as members is 100, but the Trustee Board may from time to time authorise an increase in that number as it deems necessary or expedient.

- 17 Building on its Christian foundation, St Margaret's Somerset Hospice practises a philosophy of individualised spiritual care which reaches into the hearts of all those in our care. All members are required to be supportive of this ethos whatever their personal beliefs might be.
- 18 Subject to article 17, membership of the Association is open to any person:
- 18.1 who applies to the Association in the form required by the Trustee Board; and
- 18.2 who is approved by the Trustee Board.
- 19 The Trustee Board may, in its absolute discretion, accept or reject any application for membership.
- 20 Membership is not transferable.
- 21 The Trustee Board must keep a register of members in accordance with the Act.

TERMINATION OF MEMBERSHIP

- 22 A member will cease to be a member if he:
- 22.1 dies or, if it is an organisation, ceases to exist;
- 22.2 resigns by notice to the Association unless, after the resignation, there would be no members; or
- 22.3 is removed from membership under article 23.
- 23 A member may be removed from membership by a resolution passed at a general meeting of the Association by a majority of not less than two-thirds of such persons as (being entitled to do so) vote in person or by proxy or by authorised representative at that general meeting.

GENERAL MEETINGS

- 24 The Association must hold a general meeting each year as its annual general meeting. The Trustee Board is to decide when and where it is to be held. The notice calling the meeting must specify the meeting as the annual general meeting.
- 25 The Trustee Board may call other general meetings at any time.
- 26 The Trustee Board must call a general meeting on the request of members pursuant to (and in accordance with) the provisions of the Act.

NOTICE OF GENERAL MEETINGS

- 27 A general meeting of the Association (other than an adjourned meeting) must be called by notice of:
- 27.1 at least 21 clear days, in the case of an annual general meeting; and
- 27.2 at least 14 clear days, in any other case.
- 28 A general meeting may be called by shorter notice if it is so agreed by a majority in number of

the members having a right to attend and vote at the meeting, being a majority who together represent not less than 90% of the total voting rights at that meeting of all the members of the Association.

- 29 The notice of a general meeting may be given in any manner permitted by section 308 of the Act.
- 30 Subject to the provisions of these articles, the notice of a general meeting must be sent to every member and every Trustee, and to the auditor.
- 31 The notice of a general meeting must state:
- 31.1 whether the meeting is an annual general meeting or a general meeting;
 - 31.2 the time, date and place of the meeting;
 - 31.3 the general nature of the business to be dealt with at the meeting;
 - 31.4 if the meeting is convened to consider a special resolution, the text of the resolution and the intention to propose the resolution as a special resolution; and
 - 31.5 with reasonable prominence, the rights of members entitled to attend, speak and vote at the meeting to appoint another person as his proxy, under section 324 of the Act.
- 32 The proceedings at a general meeting of the Association are not invalidated because of an accidental failure by the Association to give notice to any one or more persons who were entitled to receive notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 33 No business may be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these articles, five members personally present will be a quorum.
- 34 This article applies if, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present. If the meeting was convened on the requisition of members, it will be dissolved. In any other case, it will stand adjourned to the same day in the next week, at the same time and place, or such other day (being not less than ten and not more than 28 days later), time and place as the Trustee Board may determine. If the Trustee Board makes such a determination, the Association must give not less than seven clear days' notice of the adjourned meeting. If at any adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present in person or by proxy will be a quorum.
- 35 The Chairman is to preside as chairman at every general meeting. If the Association does not have a Chairman, or if at any meeting he is not present within 15 minutes after the time when the meeting is due to start, or is unwilling to act, any Vice-Chairman is to take the chair, if present and willing to act. If neither the Chairman nor any Vice-Chairman is present within 15 minutes after the time when the meeting is due to start, and willing to act, the members present are to choose a Trustee to act as chairman of the meeting. If no Trustee is present, or if all of

the Trustees present decline to act, the members present at the meeting are to decide which of them is to be the chairman of the meeting.

- 36 The chairman of a meeting may allow anyone to attend and speak where he considers this will help the business of the meeting.
- 37 The chairman of a meeting may, with the consent of any general meeting at which a quorum is present (and must, if so directed by the meeting), adjourn the meeting. If the chairman adjourns the meeting, this can be to a time, date and place proposed by the chairman, or the adjournment can be indefinite. If the meeting directs the chairman of the meeting to adjourn it, the meeting is to decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the Trustee Board is to fix the time, date and place of the adjourned meeting.
- 38 No business may be transacted at any adjourned meeting other than business which might have been transacted at the meeting which was adjourned.
- 39 Whenever a general meeting is adjourned for 30 days or more, notice of the adjourned meeting is to be given in the same way as was required for the original meeting. Except where these articles require it, the members will not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.

METHOD OF VOTING AT GENERAL MEETINGS

- 40 At any general meeting, a resolution put to the vote of the meeting is to be decided on a show of hands, unless a poll is demanded when, or before, the chairman of the meeting declares the result of the show of hands.
- 41 A poll may be demanded by:
- 41.1 the chairman of the meeting;
 - 41.2 at least three members at the meeting (or their proxies); or
 - 41.3 one or more members at the meeting (or their proxies) representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution.

The demand for a poll may be withdrawn.

If no poll is demanded or a demand for a poll is withdrawn, any declaration by the chairman of the meeting that a resolution has or has not been passed, or has been passed with a particular majority, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

An entry in respect of such a declaration in minutes of the meeting recorded in accordance with section 355 of the Act is also conclusive evidence of that fact without such proof.

- 42 If a poll is demanded in the way allowed by these articles, it is (subject to article 43) to be taken at such time and place, and in such manner, as the chairman of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded,

even if the poll is taken after the meeting.

- 43 If any poll demanded is not taken immediately, the poll must be taken within 30 days after it has been demanded. It is not necessary to give notice for a poll which is not taken immediately.
- 44 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
- 45 No poll may be demanded on the election of the chairman of a general meeting, or on any question of adjournment of the meeting.
- 46 In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting will be entitled to a second or casting vote.

MEMBERS' VOTES AT GENERAL MEETINGS

- 47 Subject to the other provisions of these articles, every member has one vote on a resolution at a general meeting.
- 48 No member may vote at any general meeting on any question, either personally or by proxy or as a proxy for another member, unless he has paid every subscription and other sum (if any) which is currently due and payable by that member to the Association in respect of his membership.
- 49 On a show of hands, an individual member present only by proxy will have no vote. A proxy for a corporation may vote on a show of hands.
- 50 Votes may be given on a poll either personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act.
- 51 The appointment of a proxy is to be in writing, signed by the member appointing the proxy, or by his attorney. Where the proxy is appointed by a company, the appointment should either be sealed by that company or signed by an officer authorised to sign it. If the appointment is made in electronic form, the appointment will be deemed to be signed by the person who purports to have signed it.
- 52 The appointment of a proxy must be received at an address specified in (or by way of note to) the notice of meeting:
 - 52.1 48 hours (or such shorter time as the Trustee Board may decide) before a meeting or an adjourned meeting; or
 - 52.2 24 hours (or such shorter time as the Trustee Board may decide) before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting.
- 53 If an appointment of a proxy is signed by an attorney and the Trustee Board requires this, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a solicitor or in some other way approved by the Trustee Board, or an office copy) must be received with the appointment.
- 54 If the requirements of articles 52 and 53 are not complied with, the proxy will not be able to act

for the person who appointed him.

- 55 A member can attend, speak and vote at a general meeting or on a poll even if he has appointed a proxy to attend and, on a poll, vote on his behalf at that meeting or on that poll.
- 56 An appointment of a proxy will cease to be valid 12 months from the date of its receipt.
- 57 An appointment of a proxy can be in any form which the Trustee Board approves.
- 58 A vote given in accordance with the terms of an appointment of a proxy will be valid even though the person who appointed the proxy has died or lacks capacity or the appointment (or the authority under which the appointment was signed) has been revoked. This does not, however, apply if written notice of the relevant fact has been received at the address specified for the receipt of appointments of proxies before the commencement of the meeting or the adjourned meeting at which the proxy is used.

NUMBER OF TRUSTEES

- 59 Until otherwise determined by ordinary resolution, the number of Trustees is to be not less than five and not more than 20.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 60 A Trustee must be a natural person aged 18 years or older. No one may be appointed a Trustee if (had he already been a Trustee) his appointment would have terminated under article 73.
- 61 No one may be appointed a Trustee at any general meeting unless:
- 61.1 he is retiring at the meeting under any provision of these articles and is eligible for re-election;
 - 61.2 he is recommended by the Trustee Board; or
 - 61.3 not less than four and not more than 28 clear days before the date of the meeting, the Association is given a notice that (i) is signed by a member entitled to vote at the meeting (ii) states the member's intention to propose the appointment of a person as a Trustee and (iii) is signed by (or is accompanied by a notice in writing that is signed by) the person who is to be proposed to show his willingness to be appointed.
- 62 All members must, as soon as reasonably practicable before the date of the meeting, be given notice of any resolution to be put to the meeting to appoint a person as a Trustee (other than an existing Trustee as referred to in article 61.1).
- 63 Subject to articles 61 and 62, the Association may by ordinary resolution appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee.
- 64 The Trustee Board may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee.
- 65 A Trustee appointed by the Trustee Board will complete a probationary period after appointment. The Board of Trustees will then confirm the appointment or terminate it in

accordance with Article 73.3. During their probationary period the Trustee will be entitled to act as a Trustee in every respect.

- 66 A Trustee appointed by a resolution of the Trustee Board must retire at the next annual general meeting, but he will then be eligible for re-election.
- 67 The appointment of a Trustee, whether by the Association or by the Trustee Board, must not cause the number of Trustees to exceed any number fixed for the time being as the maximum number of Trustees.
- 68 Each Trustee will cease to be a Trustee on the fourth anniversary of his first appointment as a Trustee (whether by the Association or by the Trustee Board) unless, before the date of that anniversary, the Trustee Board extends the Trustee's term of office as a Trustee for such further period (not exceeding four years) as the Trustee Board thinks fit. No further extension of the term of office of the Trustee may be granted, but he may continue to be a member. This article takes effect subject to articles 71 and 71.
- 69 The Trustee Board may delegate to a committee of the Trustee Board its responsibility for determining whether the term of office of any Trustee should be extended under article 68.
- 70 In determining the duration of a Trustee's initial, or any extended, term of office for the purposes of article 68, there is to be disregarded any period during which he holds (or has held) the office of Chairman or Vice-Chairman. Accordingly, if a Trustee is appointed as Chairman or Vice-Chairman before the fourth anniversary of his first appointment as a Trustee, the period during which he holds such appointment is to be disregarded in determining when such fourth anniversary occurs.
- 71 Subject to article 70, the Trustee Board may also make an appointment of a Trustee to the office of Chairman or Vice-Chairman pursuant to article 91 to take effect when the appointee's term of office as a Trustee would otherwise cease under article 68 (and the term of office of the appointee as a Trustee will be deemed to be extended accordingly).
- 72 In no event may a Trustee who has been appointed as Chairman or Vice-Chairman (or both) hold office as a Trustee for longer than 12 years in total from the date of his first appointment as a Trustee (whether by the Association or by the Trustee Board).

TERMINATION OF TRUSTEE'S APPOINTMENT

- 73 A person ceases to be a Trustee as soon as:
- 73.1 he ceases to be a member;
- 73.2 he is removed from office by the members pursuant to the Act;
- 73.3 he is removed from office by the resolution of the other Trustees then in office;
- 73.4 he ceases to be a director by any provision of the Act or is prohibited by law from being a director;
- 73.5 he is disqualified from acting as a trustee by virtue of section 178 of the Charities Act

2011;

- 73.6 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 73.7 a registered medical practitioner who is treating him gives a written opinion to the Trustee Board stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months (and the Trustee authorises the medical practitioner to provide such opinion to the Trustee Board despite any intervening incapacity);
- 73.8 the court has made an order or appointed a deputy in relation to him under section 16 of the Mental Capacity Act 2005;
- 73.9 notification is received by the Association from the Trustee that he resigns his office, and the resignation has taken effect in accordance with its terms; or
- 73.10 he ceases to be entitled to be a Trustee under any other provision of these articles.

TRUSTEES' CONFLICTS OF INTEREST

- 74 If a conflict of interests arises for a Trustee 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 these articles, the un-conflicted Trustees may authorise such a conflict of interests (such authorisation being a **Conflict Authorisation**) where the following conditions apply:
 - 74.1 the conflicted Trustee is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - 74.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 74.3 the un-conflicted Trustees consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.
- 75 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 provided by the Association to a Trustee or to a connected person.

CONFIDENTIAL INFORMATION AND ATTENDANCE AT TRUSTEE BOARD MEETINGS

- 76 A Trustee is under no duty to the Association with respect to any information which he obtains or has obtained otherwise than as a Trustee and in respect of which he owes a duty of confidentiality to another person. In particular, the Trustee will not be in breach of the general duties he owes to the Association by virtue of sections 171 to 177 of the Act because he:
 - 76.1 fails to disclose any such information to the Trustee Board or to any Trustee or other officer or employee of the Association; and/or
 - 76.2 does not use or apply any such information in performing his duties as a Trustee.

- 77 However, to the extent that a Trustee's relationship with another person gives rise to a conflict of interest or possible conflict of interest, article 77 applies only if the existence of that relationship has been authorised by the un-conflicted Trustees pursuant to a Conflict Authorisation or by the Commission pursuant to section 105 of the Charities Act 2011.
- 78 Where the existence of a Trustee's relationship with another person has been authorised by the Trustee Board pursuant to a Conflict Authorisation or by the Commission pursuant to section 105 of the Charities Act 2011 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Trustee will not be in breach of the general duties he owes to the Association by virtue of sections 171 to 177 of the Act because he:
- 78.1 absents himself from meetings of the Trustee Board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- 78.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Association and/or for such documents and information to be received and read by a professional adviser on his behalf, for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists.
- 79 The provisions of articles 76 to 78 are without prejudice to any equitable principle or rule of law which may excuse the Trustee from:
- 79.1 disclosing information, in circumstances where disclosure would otherwise be required under these articles; and/or
- 79.2 attending meetings or discussions or receiving documents and information as referred to in article 78 in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

DECLARATION OF INTERESTS (TRANSACTIONS OR ARRANGEMENTS)

- 80 A Trustee who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association must declare the nature and extent of his interest to the other Trustees before the Association enters into the transaction or arrangement.
- 81 Any declaration required by article 80 may (but need not) be made at a meeting of the Trustee Board or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act.
- 82 If a declaration made under article 80 proves to be, or becomes, inaccurate or incomplete, a further declaration must be made under article 80.
- 83 A Trustee need not declare an interest under article 80:
- 83.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 83.2 if, or to the extent that, the other Trustees are already aware of it (and for this purpose the other Trustees are treated as aware of anything of which they ought reasonably to

be aware); or

83.3 if the Trustee is not aware of his interest or is not aware of the transaction or arrangement in question (and for this purpose a Trustee is treated as being aware of matters of which he ought reasonably to be aware).

84 Nothing in articles 80 to 832 inclusive may be taken as permitting a Trustee to be interested in any descriptions of transaction or arrangement with the Association except as provided in article 8.

TRUSTEES MAY NOT VOTE WHEN INTERESTED

85 Whenever a Trustee has a direct or indirect interest in any matter to be discussed at a meeting of the Trustee Board or a committee, the Trustee concerned must:

85.1 when required, declare an interest at or before discussion begins on that matter (see articles 80 to 83);

85.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

85.3 not be counted in the quorum for that part of the meeting; and

85.4 withdraw during the vote and have no vote on the matter.

86 The requirements of article 85 do not apply if, and to the extent that, the Trustee's interest relates to any insurance which the Association can buy and renew for the benefit of the Trustees, officers or employees of the Association.

POWERS OF THE TRUSTEE BOARD

87 The Trustee Board is responsible for managing the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Act, these articles or any special resolution.

88 No alteration of these articles or any special resolution will have retrospective effect to invalidate any prior act of the Trustee Board.

89 The general management powers given to the Trustee Board by article 87 are not limited by any specific powers given to the Trustee Board by other articles.

90 Any meeting of the Trustee Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustee Board.

CHAIRMAN AND VICE-CHAIRMAN

91 The Trustee Board may from time to time appoint any Trustee as Chairman and/or up to two trustees to act as a Vice-Chairman of the Association for a maximum period in each case of four years. The appointee may not take part in the vote on the appointment.

92 A Trustee whose term of office as Chairman or Vice-Chairman has ceased under article 91 may

not be re-appointed to that office, but this does not prevent a Trustee who has held office as a Vice-Chairman from being appointed as Chairman.

- 93 A Vice-Chairman acts for the Chairman when he is not available and undertakes assignments at the request of the Chairman. Specific additional duties may be assigned by the Chairman and may include: Representing the organisation to external bodies where appropriate; dealing with urgent decisions in between set Board meetings. The Vice-Chairman will act as the co-ordinator of the appraisal process assessing the Chairman's performance. He will also be the 'lead independent member' on matters such as the Chairman's conduct and behaviour if there are complaints which need attention. While the Trustee Board will decide on how to recruit a new Chairman on the expiry of a current post-holder's role, the Vice-Chairman will also be a person capable of undertaking the Chairman's role either on an acting or permanent basis, subject to the Trustee Board's decision. There is no expectation that a Vice-Chairman will take over the role of Chairman when the Chairman leaves office.

POWER TO CO-OPT TO THE TRUSTEE BOARD AND COMMITTEES

- 94 The Trustee Board and Committees may co-opt individuals. Individuals co-opted to the Trustee Board will be proposed by the Nominations Committee and appointed by a vote of Trustees at a meeting of the Trustee Board. Co-opted individuals of a Committee will be appointed by a vote at a meeting of that Committee, but the Board of Trustees must be informed of the intention to appoint a co-opted individual in advance of his appointment.
- 95 Individuals co-opted members to the Trustee Board or a Committee will have full access to Board or Committee papers, may participate in discussions but may not vote.
- 96 The membership of co-opted individuals may be terminated by ordinary resolution of the Trustee Board.

TRUSTEE BOARD MEETINGS

- 97 The Trustee Board can decide when and where to have meetings and how they will be conducted, subject to the other provisions of these articles. The Trustee Board can also adjourn its meetings.
- 98 A meeting of the Trustee Board can be called by any Trustee. The secretary (if any) must call a meeting of the Trustee Board if requested to do so by a Trustee.
- 99 Notice of any meeting of the Trustee Board must indicate:
- 99.1 its proposed date and time;
- 99.2 where it is to take place;
- 100 Notice of a meeting of the Trustee Board must be given to each Trustee, but need not be in writing. Subject to these articles, the Trustees participate in a meeting of the Trustee Board, or part of a meeting, when:

100.1 the meeting has been called and takes place in accordance with these articles, and

100.2 the Trustees can each communicate to each other any information or opinions they have on any particular item of the business of the meeting.

In determining whether the Trustees are participating in a meeting of the Trustee Board, it is irrelevant where any Trustee is or how they communicate with each other. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

101 Attendance by a minimum 5 Trustees or 50% of the Trustee Board at a Board Meeting, whichever is the greater, will constitute a quorum. Questions arising at any meeting will be decided by a majority vote. If votes are equal, the chairman of the meeting will have a second or casting vote.

102 The Chairman is to preside at all meetings of the Trustee Board. If the Association does not have a Chairman, or if at any meeting he is not present within five minutes after the time when the meeting is due to start, any Vice-Chairman is to take the chair. If neither the Chairman nor a Vice-Chairman is present within five minutes after the time when the meeting is due to start, the Trustees present are to decide which of them is to be chairman of the meeting.

DELEGATION OF TRUSTEE BOARD'S POWERS

103 Unless and to the extent that the Trustee Board from time to time decides not to allow this, the Trustee Board may delegate any of its powers to committees consisting of one or more Trustees. The Trustee Board may from time to time revoke or alter any such delegation.

104 Any committee so formed must comply with any regulations laid down from time to time by the Trustee Board. These regulations may (without limitation) provide that no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Trustee Board.

105 Subject to any regulations laid down by the Trustee Board, the proceedings of a committee with two or more members will be governed by the articles regulating the proceedings of the Trustee Board, so far as they are capable of applying. The chairman of any committee will be appointed by the Trustee Board. All Trustees may attend any Committee Meeting but only Trustees appointed to a committee may vote on matters at a Committee Meeting.

106 The deliberations of any committee must be reported regularly to the Trustee Board, and any resolution passed or decision taken by any committee must be reported as soon as possible to the Trustee Board.

TRUSTEES' RESOLUTIONS IN WRITING

107 In articles 108 and 109, a reference to a **Written Resolution** is to any resolution in writing which is signed, or approved by letter or electronic means, by all the Trustees entitled to receive notice of a meeting of the Trustee Board or of a committee of the Trustee Board and to vote upon the resolution.

- 108 A Written Resolution will be as valid and effectual as it if had been passed at a meeting of the Trustee Board or (as the case may be) a committee of the Trustee Board duly convened and held.
- 109 A Written Resolution may consist of several documents, if each is signed by, or contains the approval of, one or more Trustees.

VALIDITY OF ACTS OF TRUSTEES OR COMMITTEES

- 110 All acts bona fide done by any meeting of the Trustee Board or of any committee of the Trustee Board, or by any person acting as a Trustee, will be valid even if it discovered later that there was some defect in the appointment of any person as a Trustee. This also applies if it is discovered later that a Trustee was disqualified from being a director, or had ceased to be a Trustee under any provision of these articles or was not entitled to vote. In any of these cases, anything done will be as valid as if there was no defect or irregularity of the kind referred to in this article.

HONORARY OFFICERS

- 111 The Trustee Board may from time to time appoint such Patrons and Vice-Patrons, and such Presidents and Vice-Presidents and other honorary officers, as the Trustee Board may think fit, in each case of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association. Any person may be so appointed whether or not he is also a member or a Trustee. No remuneration (except by way of repayment of out of pocket expenses, if any) will be paid to any person so appointed in respect of any such honorary office. Save as above in this article, every such appointment will be for such period and on such terms as the Trustee Board thinks fit.
- 112 No such honorary officer may (in that capacity) take part in the management of the Association's affairs, and no such honorary officer will (in that capacity) be deemed to be an officer of the Association for any purpose.

COMPANY SECRETARY

- 113 The Trustee Board may appoint a Company Secretary who will have the responsibility of ensuring that the Association complies with legal requirements and the requirements of these articles and other Governance Documents. He may be given additional responsibilities appropriate to this role by the Trustee Board.

SEAL

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

MINUTES

- 116 The Trustee Board must cause proper Minutes to be made of all appointments of officers made by the Trustee Board and of the proceedings of all meetings of the Association and of the Trustee Board and of committees of the Trustee Board, and all business transacted at such meetings.
- 117 The Minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, will be sufficient evidence of the proceedings at the meeting.

ACCOUNTS

- 118 The Trustee Board must prepare for each financial year accounts of the Association as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 119 The Trustee Board must cause adequate accounting records of the Association to be kept as required by the Act.
- 120 No member (not being a Trustee) will have any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Trustee Board or by ordinary resolution.
- 121 In respect of each financial year, a copy of the Association's annual accounts and reports must be supplied to the persons entitled by law to a copy, as required by the Act.

AUDIT

- 122 The members must appoint an auditor for each financial year of the Association in accordance with Part 16 of the Act.
- 123 The remuneration of an auditor appointed by the members of the Association must be fixed by the members by ordinary resolution or in such manner as the members may by ordinary resolution determine.
- 124 The Association's auditor is entitled, in accordance with the Act:
- 124.1 to receive all notices of, and other communications relating to, any general meeting which a member is entitled to receive;
 - 124.2 to attend any general meeting of the Association, and
 - 124.3 to be heard at any general meeting which the auditor attends on any part of the business of the meeting which concerns him as auditor.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 125 The Trustee Board must comply with the requirements of the Charities Act 2011 with regard to:

- 125.1 the preparation and transmission to the Commission of an annual report having attached to it a copy of the Association's annual accounts prepared for the financial year in question under Part 15 of the Act, together with a copy of the auditor's report on those accounts; and
- 125.2 the preparation and transmission to the Commission of an annual return.
- 126 The Trustee Board must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

NOTICES

- 127 Unless these articles expressly require otherwise, any notice, document or information to be sent or supplied by the Association to its members or others may be sent or supplied in accordance with the Act (whether authorised or required to be sent or supplied by the Act or otherwise) in hard copy form, in electronic form or by making them available on a website.
- 128 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by the Trustee Board in its absolute discretion, and as an alternative to any other method of service permitted by these articles, by a notice advertised in at least one United Kingdom national newspaper. In any such case, the Association must send confirmatory copies of the notice to those members by post if at least seven clear days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- 129 Any member whose registered address is not within the United Kingdom and who from time to time gives the Association an address within the United Kingdom at which notices, documents or information may be served upon him, will be entitled to have notices, documents or information served upon him at that address but, unless he does so, will not (save as provided by the Act) be entitled to receive any notice, document or information from the Association.
- 130 A notice, document or information sent by post and addressed to a member at his registered address or address for service in the United Kingdom is deemed to be given to or received by the intended recipient 24 hours after it was put in the post if pre-paid as first class post and 48 hours after it was put in the post if pre-paid as second class post. In proving service, it is sufficient to prove that the envelope containing the notice, document or information was properly addressed, pre-paid and posted.
- 131 A notice, document or information sent or supplied by electronic means to an address specified for the purpose by the member is deemed to have been given to or received by the intended recipient 24 hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent.
- 132 A notice, document or information sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when (i) the material was first made available on the website or (ii) if later, when the recipient received (or, in accordance with these articles, is deemed to have received) notification of the fact that the material was available on the website.

- 133 A notice, document or information not sent by post but left at a registered address or address for service in the United Kingdom is deemed to be given on the day it is left.
- 134 Where notice is given by newspaper advertisement, the notice is deemed to be given to all members and other persons entitled to receive it at noon on the day when the advertisement appears or, where notice is given by more than one advertisement and the advertisements appear on different days, at noon on the last of the days when the advertisements appear.
- 135 A notice, document or information served or delivered by the Association by any other means authorised in writing by the member concerned is deemed to be served when the Association has taken the action it has been authorised to take for that purpose.
- 136 A member present at a general meeting is deemed to have received due notice of the meeting and, where required, of the purposes for which it was called.

APPLICATION OF PROPERTY ON DISSOLUTION

- 137 If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, such property may not be paid to or distributed among the members, but must be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of article 8. Such institution or institutions are to be determined by the members at or before the time of dissolution, and if and as far as effect cannot be given to such provision (or no such provision is made), then to some other charitable object (where necessary, as directed by the Court or the Commission).

INDEMNITY

- 138 The Association may indemnify any relevant Trustee against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Act.
- 139 In article 138, **relevant Trustee** means any Trustee and any former Trustee (in both cases, whenever appointed and whenever they cease, or have ceased, to be a Trustee).