

## ACA Article of Association changes ratified at AGM 19/05/2021

### Proposal put to members

Dear <<FirstName>>

ACA will be hosting their Annual General Meeting virtually on the 19 May 2021, 16:00 - 17:00. Prior to the AGM we invite you as a voting member to vote on proposed ACA Memorandum and Article changes.

The ACA Executive Committee believe that these changes are necessary to ensure the day to day running of the Association, we ask that you take 5 minutes to read the 2 proposed changes and vote.

Below is a voting link personal to you, you should not share this with anyone else.  
[CLICK HERE TO VOTE on M&A changes 2021](#)

Kind regards  
ACA

[aca@fitwise.co.uk](mailto:aca@fitwise.co.uk)  
[www.aca.uk.com](http://www.aca.uk.com)

### Text on voting site

The ACA Executive Committee have reviewed the ACA Memorandum and Articles of association and identified 2 amendments they feel are necessary.

As voting members we ask that you consider these changes and indicate below whether you:

- Accept
- Reject
- Abstain from voting

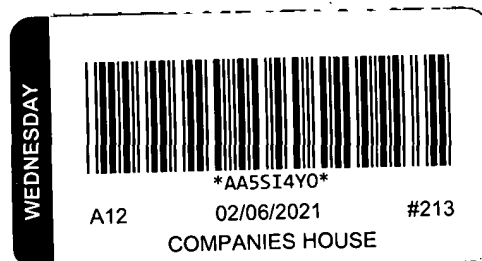
### Suggested change 1

100% of voting members voted in favor

Current text:

#### 13. General meetings

13.1 The Charity shall hold an annual general meeting once in each calendar year at such time and place as the Executive Committee shall determine. An annual general meeting must be held not more than fifteen months after the holding of the preceding annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.



**Revised text:**

### **13. General meetings**

13.1 The Charity shall hold an annual general meeting once in each calendar year at such time and place as the Executive Committee shall determine (either face-to-face and / or virtually). An annual general meeting must be held not more than fifteen months after the holding of the preceding annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.

#### **Reason for alteration**

Currently, due to the restrictions around travel, the ACA is permitted to hold their AGM virtually. Now that members are familiar with online meetings, it would be useful for the Association to have the option of holding their AGM virtually going forward. Not only would it allow the ACA more flexibility, it would also permit those who aren't attending conference to attend thus making the meetings much more accessible and inclusive.

### **Suggested change 2**

**100% of voting members voted in favor**

**Current text:**

### **15. Proceedings at general meetings**

15.1 No business shall be transacted at any meeting unless a quorum is present.

15.2 A quorum is:

15.2.1 forty (40) members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

15.2.2 5% of the total membership at the time whichever is the greater.

**Revised text:**

### **15. Proceedings at general meetings**

15.1 No business shall be transacted at any meeting unless a quorum is present.

15.2 A quorum is:

15.2.1 5% of members, present in person or by proxy, and entitled to vote upon the business to be conducted at the meeting; or

15.2.2 5% of the total membership at the time whichever is the greater

#### **Reason for alteration**

The ACA AGM quorate is currently high for the size of Association. A lot of time and energy is currently spent on ensuring that the AGM is quorate and, with member's increasing work

commitments it is getting harder to meet the minimum specified numbers of attendees. The ACA needs to ensure that the quorate is set at a more realistic level so that the Association can focus on meeting the needs of that members, rather than focusing on meeting the quorate level. The reduced level has been suggested, as lower than the current level but high enough to ensure that the Association can still achieve decisions that are well-rounded and balanced

## **Revised articles**

THE COMPANIES ACTS

1985 TO 2006

### **ARTICLES OF ASSOCIATION OF THE ASSOCIATION FOR CONTINENCE ADVICE**

The provisions within these articles restate the provisions of the previous Memorandum and Articles of Association of the Association for Continence Advice to incorporate the memorandum within these articles.

1. The name of the company (herein called "the Charity") is "ASSOCIATION FOR CONTINENCE ADVICE".

The registered office of the Charity will be situated in England and Wales.

#### **2. Interpretation**

2.1 In these Articles:

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

"Association" means Association for Continence Advice, an unincorporated association;

"the articles" means the Charity's articles of association;

"the Charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means the period excluding the day 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;

"Commission" means the Charity Commissioners for England and Wales;

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

"the Act" means the Companies Act 1985;

"communication" means the same as in the Electronic Communications Act 2000;

"electronic communication" means the same as in the Electronic Communications Act 2000.

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

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

"officers" includes the directors and the secretary (if any);

"Chair" means the chair of the Executive Committee and "chair" means the person who chairs any meeting;

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

"executed" includes any mode of execution;

"Executive Committee" means the body of Trustees, being the management committee of the Charity;

"Trustee" means a member of the Executive Committee being a director of the Charity and  
"Trustees" means all the members of the Executive Committee;

"office" means the registered office of the Charity;

"Region" means a group of members with voting rights constituted in accordance with Article 11;

"Rules" means the rules made by the Executive Committee pursuant to Article 50;

"the United Kingdom" means Great Britain and Northern Ireland.

2.2 and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2.4 References to an Act of Parliament are to the Act as amended or re-enacted from time to time, including any statutory modification, and to any subordinate legislation made under it.

### **3. Liability of members**

3.1 The liability of members is limited.

3.2 Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he or she 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 one pound sterling (£1.00).

3.3 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amount the members of the Charity but shall be given or transferred to some other charitable institution having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed in the Charity under or by virtue of clause 9 hereof, such institution or instructions to be determined by the members of the Charity at or

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before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

- 3.4 No addition, alteration or amendment shall be made to or in the provisions of the Articles of the Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales and no addition, alteration or amendment shall be made to or in the provisions of such Articles which cause the Charity to cease to be a charity at law.
- 3.5 The subscribers to these Articles of Association are the directors who can co-opt any other person or persons as director or directors whose term of office shall not exceed three years unless ratified and who shall enjoy similar rights and undertake similar responsibilities.

#### **4. Objects**

The objects ("the Objects") for which the Charity is established are to relieve persons suffering with continence problems particularly by educating health and allied care professionals in that field in the standards of available care and management.

(a) Pursuant to the foregoing objects but not further or otherwise the Charity shall have the following powers:-

- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real personal property and any rights or privileges necessary or convenient for the promotion of its objects, and to construct, maintain and alter any building or erection necessary or convenient for the work of the Charity.
- (ii) To sell, let mortgage, dispose of or turn to account (subject to such consents as may be by law required) all or any of the property or assets of the Charity.
- (iii) To promote educational and research activities and to disseminate research findings.
- (iv) To print, publish, issue, circulate and commission papers, newsletters, periodicals, books, circulars and other literary works.
- (v) To liaise and maintain dialogue with relevant manufacturers.
- (vi) To provide a means of communication and support between members and other interested groups and to promote public awareness and positive attitudes within Society.
- (vii) To commission, make, produce, and distribute films, videos, wireless and television broadcasts, if deemed necessary.
- (viii) To invest the monies of the Charity 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 for the time being be imposed or required by law and subject also as hereinafter provided.

- (ix) Subject to such consents as are required by law to borrow to raise money for the purposes of the Charity in such terms and on such security as may be thought fit.
- (x) To request or take any gifts of money or any property to raise funds for the purposes of the Charity.
- (xi) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Charity in the shape of donations, annual subscriptions or otherwise provided that the Charity shall carry out no permanent trading activities in raising funds.
- (xii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for any charitable purposes.
- (xiii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any charitable institution or institutions having objects similar to the Objects of the Charity.
- (xiv) To do all such other lawful things as are necessary to the attainment of the above Objects of the Charity or any of them.
- (xv) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity.
- (xvi) To acquire, alter, improve, and (subject to such consents as may be required by law) to charge or otherwise dispose of property.
- (xvii) to employ such staff, who shall not be directors of the Charity, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants.
- (xviii) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (xix) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
- (xx) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.

(b) PROVIDED THAT:-

- (i) The Objects of the Charity shall not extend to the regulation of relations between works and employees or organisations of workers and organisations of employees.
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## **5. Powers**

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- 5.1 to enter into contracts on behalf of the Charity;
- 5.2 to establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- 5.3 to expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
- 5.4 to acquire and distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- 5.5 to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- 5.6 to provide education and training, development and support programmes, either directly or in consultation with others;
- 5.7 to collect and disseminate information on all matters relating to the Objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- 5.8 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.9 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;



- 5.10 to, and to issue any securities, whether outright or as security for any debt, exercise the Charity's power to borrow money and, subject always to the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof liability or obligation of the Charity or of any third party subject to such consents as may be required by law; and
- 5.11 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 5.12 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- 5.13 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.14 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.15 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.16 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.17 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.18 to:
  - 5.18.1 deposit or invest funds;
  - 5.18.2 employ a professional fund-manager; and

- 5.18.3 arrange for the investments or other property of the Charity to be held in the name of a nominee-in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.19 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- 5.20 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;.
- 5.21 The Charity has power to appoint any person who is willing to act to be a Trustee;
- 5.22 The Charity has power to appoint (and remove) a Chair, Treasurer, Education Officer and Membership Secretary
- 5.23 The Charity has power to delegate any of its functions to sub-committees and to define the terms of reference of any sub-committee and determine its composition and the duration of its activities. All proceedings of sub-committees must be reported promptly to the Executive Committee
- 5.24 The Charity has power to make rules consistent with these Articles and the Act to govern proceedings at general meetings, proceedings at meetings of the Executive Committee and any sub-committee, and to govern the administration of the Charity
- 5.25 The Charity has power to establish procedures to assist the resolution of disputes within the Charity
- 5.26 The Charity has power to exercise any powers of the Charity which are not reserved to a general meeting.
- 5.27 In the exercise of these powers the Executive Committee members shall be always mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general management and control of the administration of a charity.

## **6. Application of income and property**

## Universal clauses

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

### 6.2

6.2.1 A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

6.2.2 A director may receive an indemnity from the Charity in the circumstances specified in article 48.

6.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a director receiving:

6.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

6.4 No director or connected person may:

6.4.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

6.4.2 sell goods, services, or any interest in land to the Charity;

6.4.3 be employed by, or receive any remuneration from, the Charity;

6.4.4 receive any other financial benefit from the Charity; unless:

6.4.4.1 the payment is permitted by article 6.5; or

6.4.4.2 the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

## 6.5

6.5.1 A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way.

6.5.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.

6.5.3 Subject to article 6.6 a director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person.

6.5.4 A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate.

6.5.5 A director or connected person may receive rent for premises let by the director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.5.6 The directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

6.5.7 A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

6.6 The Charity and its directors may only rely upon the authority provided by article 6.5.3 if each of the following conditions is satisfied:

6.6.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

6.6.1.1 the Charity or its directors (as the case may be); and

6.6.1.2 the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity

6.6.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

6.6.3 The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

6.6.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

6.6.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

6.6.6 The reason for their decision is recorded by the directors in the minute book.

6.6.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.4.

6.7

6.7.1 In articles 6.2 to 6.4 "charity" shall include any company in which the Charity: holds more than 50% of the shares; or controls more than 50% of the voting

rights attached to the shares; or has the right to appoint one or more directors of the company;

6.7.2 In article 6.4, 6.5. and 6.6 “connected person” means:

6.7.2.1 a child, parent, grandchild, grandparent, brother or sister of the director;

6.7.2.2 the spouse or civil partner of the director or of any person falling within article 6.7.2.1;

6.7.2.3 a person carrying on business in partnership with the director or with any person falling within articles 6.7.2.1 or 6.7.2.2;

6.7.2.4 an institution which is controlled –

- (a) by the director or any connected person falling within paragraph (i), (ii), or (iii) above; or s
- (b) by two or more persons falling within sub-paragraph (I), when taken together

6.7.2.5 a body corporate in which –

- (a) the director or any connected person falling within articles 6.7.2.1 to 6.7.2.3 has a substantial interest; or
- (b) two or more persons falling within sub-paragraph (a) above who, when taken together, have a substantial interest.

6.8 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

## **7. Members**

- 7.1 The number of members with which the Charity proposes to be registered is unlimited.
- 7.2 The Charity must maintain a register of members.
- 7.3 There shall be seven classes of membership, as follows-

**Full member** Open to individuals who are registered health or allied care professionals, and to others at the discretion of the Executive Committee.

**Group member** Open to named organisations e.g. individual nursing homes and charities

**Corporate member** Open to commercial companies.

**Associate member** Open to those individuals who do not hold recognised professional health or allied care qualifications, but who work in paid employment in a healthcare facility and who wish to learn more about continence care or support the work of the Charity

**Retirement member** To be offered to individuals who are retired members of the Charity.

**Honorary member** To be offered to those individuals who have made a recognised contribution to continence care.

**Student member** Open to students with an interest in this field who have submitted their graduation date on application

- 7.4 Applicants for membership must

7.4.1 apply to the Charity in the form required by the directors and

7.4.2 be approved by the directors.

## **7.5**

7.5.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

7.5.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

7.5.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

7.6 Membership is not transferable and shall cease on death.

7.7 A member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity.

## **8. Classes of membership**

8.1 The directors may establish additional classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

8.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

8.3 The rights attached to a class of membership may only be varied if:

8.3.1 three-quarters of the members of that class consent in writing to the variation; or

8.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.



- 8.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **9. Subscriptions**

- 9.1 All members shall pay such subscriptions as the directors may from time to time determine. If subscriptions are charged the subscription charged to Retirement members shall be half the amount charged to Full members.
- 9.2 No subscription or any part thereof shall be returnable in the event of withdrawal of membership.

## **10. Voting rights and appointment of representatives**

- 10.1 All members have the right to receive notice of and attend at General Meetings of the Charity. Only Full members, Retirement members and Honorary members have the right to vote at General Meetings of the Charity or to partake in postal votes/electronic voting, such members being herein referred to as members with voting rights.
- 10.2 Each corporate member shall have the right to appoint and remove one individual being a member or employee thereof to represent it and vote on its behalf at general meetings of the Charity. Each such member may also appoint and remove an alternate being a member or employee thereof to replace its appointed representative at such meetings if the appointed representative is unable to attend. Each appointment shall take effect upon notification thereof being received by the secretary. In the event of such individual resigning or leaving any such affiliated member or statutory authority member he or she shall forthwith cease to be a representative or alternate representative (as the case be) thereof. Any such representative may resign such position, by giving written notice to the secretary.
- 10.3 All members and their representatives shall be eligible to serve on project teams and working parties.

## **11. Regions**

Members with voting rights may, with the permission of the Directors, form themselves into a Region for the furtherance of common activities of the Charity. The following provisions apply to Regions:

- 11.1 The Directors shall determine the terms of reference and functions of each such Region and each such Region shall adopt the constitution in such form as the Directors may from time to time require and elect a management committee in accordance with such constitution;
- 11.2 No Region may carry on any activity or omit to take any act required of it by the Directors that may, in the Directors' opinion, conflict with the Objects, the Rules, the Regional constitution or any decision made by the Directors;
- 11.3 Regions may fundraise for their activities utilising the Charity registration of the Charity but all funds so raised or property acquired with such funds shall belong to the Charity and shall be paid into designated bank accounts immediately following receipt;
- 11.4 Regions shall agree an annual budget with the Directors and operate within the parameters of such budget, in particular to maintain the day to day running of the Region. Subject thereto, Regions have no power of management or control over any part of the Charity's assets; and
- 11.5 All acts and proceedings of Regions shall be reported to the Directors in accordance with the reporting requirements required from time to time by the Directors.

## **12. Resignation and the Termination of membership**

- 12.1 Membership is terminated if the member concerned:
  - 12.1.1 gives written notice of resignation to the Secretary unless, after the resignation, there would be fewer than two members
  - 12.1.2 dies or (in the case of an organisation) ceases to exist

12.1.3 is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or

12.1.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

12.1.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

12.1.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

12.2 Any member resigning must give to the Charity at least seven clear days' notice. Any such member must promptly return to the secretary all property belonging to the Charity which is in his or her possession.

### **13. General meetings**

13.1 The Charity shall hold an annual general meeting once in each calendar year at such time and place as the Executive Committee shall determine (either face-to-face and / or virtually). An annual general meeting must be held not more than fifteen months after the holding of the preceding annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.

13.2 The Directors may call a general meeting at any time.

### **14. Notice of general meetings**

14.1 The minimum periods of notice required to hold a general meeting of the Charity are:

- 14.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- 14.1.2 fourteen clear days for all other general meetings.
- 14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 14.3 The notice must specify the postal address and electronic address to which members may submit a postal votes/electronic voting, form of proxy or other communication in connection with the general meeting to which the notice relates and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 18.
- 14.4 The notice must be given to all the members and to the directors and auditors.
- 14.5 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.
- 14.6 The Directors may organise a postal votes/electronic voting on business to be discussed with members rather than convene a general meeting PROVIDED THAT:
  - 14.6.1 the business requires the passing of an ordinary resolution only, and
  - 14.6.2 the business is not the subject of a requisition by members of a general meeting in accordance with the Act as aforesaid.

## **15. Proceedings at general meetings**

- 15.1 No business shall be transacted at any meeting unless a quorum is present.

15.2 A quorum is:

15.2.1 5% of members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

15.2.2 5% of the total membership at the time whichever is the greater.

15.3 The authorised representative of a member organisation shall be counted in the quorum.

15.4 If:

15.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

15.4.2 during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the directors shall determine.

15.5 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

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

15.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

15.7.1 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

15.7.2 If there is only one director present and willing to act, he or she shall chair the meeting.

15.7.3 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by

proxy and entitled to vote must choose one of their number to chair the meeting.

- 15.7.4 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - 15.7.5 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - 15.7.6 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - 15.7.7 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 15.8 Any vote at a meeting shall be decided by a show of hands unless:
- 15.8.1 the directors have organised a postal votes/electronic voting therefor and/or
  - 15.8.2 before, or on the declaration of the result of, the show of hands a poll is duly demanded:
    - 15.8.2.1 by the person chairing the meeting; or
    - 15.8.2.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - 15.8.2.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

15.9

15.9.1 Unless a postal votes/electronic voting has been organised and/or a poll is duly demanded, the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

15.9.2 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

## 15.10

15.10.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

15.10.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

15.10.3 A poll and/or postal votes/electronic voting must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

15.10.4 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

15.10.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

15.10.6 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

15.10.7 The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

15.10.8 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

15.10.9 On a poll, votes may be given either personally or by post. A member may instead of voting personally send to the secretary at the address specified in the notice of the meeting no later than 7 days before the meeting a letter either

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clearly authorising the person who is chairing the meeting to vote on its behalf on any matter as the person who is chairing the meeting sees fit or specifying a positive or negative vote on any particular resolution on the agenda or anticipated by it that will be proposed at the meeting. Such a vote shall be as valid and binding as if the member had been present and voting in person. Notification prior to the meeting of the death or resignation or suspension or exclusion of the member shall terminate the power to vote on a postal basis.

- 15.11 In the case of an equality of votes, whether on a show of hands, on a poll or on a postal votes/electronic voting, the person who is chairing the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 15.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **16. Content of proxy notices**

- 16.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- 16.1.1 states the name and address of the member appointing the proxy;
  - 16.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 16.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 16.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 16.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.



16.4 Unless a proxy notice indicates otherwise, it must be treated as –

16.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

16.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **17. Delivery of proxy notices**

17.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

17.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

17.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

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

## **18. Written resolutions**

18.1 Other than in the case of a resolution to remove a director or auditor before the expiry of their office, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- 18.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 18.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75% of members) has signified its agreement to the resolution; and
  - 18.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 18.2 A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. The document indicating a member's approval of a written resolution must be sent to the Charity in hard copy form or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- 18.3 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
- 18.4 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 18.5 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **19. Votes of members**

- 19.1 Subject to article 8, every full member shall have one vote.
- 19.2 Any member of the Charity entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
- 19.3 No full member shall be entitled to vote in any specific capacity at any general meeting unless all moneys then payable by reference to such capacity by him or her to the Charity have been paid.

- 19.4 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 shall be referred to the chair whose decision shall be final and conclusive.

## **20. Directors**

- 20.1 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 29.

- 20.2 The number of Trustees shall not be fewer than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 20.3 Every Trustee, other than Trustees co-opted under Article 23.8, must be or become a Full member of the Charity. Every Trustee including Trustees co-opted under Article 23.8, must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Executive Committee.

- 20.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

- 21** The directors shall have general management and control of the affairs and assets of the Charity. The directors are both the directors of the Charity for the purposes of the Companies Acts and charity trustees for the purposes of the Charities Act, 1993. The directors must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity to the exclusion of personal prejudices and interests.

## **22**

- 22.1 Full members shall be entitled by ordinary resolution at a general meeting of the Charity to elect any full member willing to act to be a director either to fill a vacancy or as an additional director.

- 22.2 Any election of directors made under article 23.1 (otherwise than at a general meeting of the Charity) shall be minuted and the minutes shall be signed by the chair of the meeting and submitted to the secretary.
- 22.3 Every director shall upon election or appointment receive a copy of the Charity's articles.
- 22.4 In order to be eligible to vote at any meeting of the directors, every director must-
- 22.4.1 be or become a full member of the Charity and
- 22.4.2 sign standing financial instructions and a declaration of willingness to act as a director of the Charity
- 22.5 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 22.6 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
- 22.7 An employee of the Charity shall not be eligible to be a director, or member of any section committee or any sub-committee of the Charity, but may be invited to attend such committees as a non-voting adviser.

## 23

- 23.1 Each director will serve a term of three years. A director may be re-elected for a second consecutive three year term of office. A director who has served two consecutive terms may not be re-elected unless a period of one year has passed since he or she was a director.
- 23.2 Save as otherwise provided in the articles, elections of directors and the Chair under Article 29 shall be made by postal ballot/electronic in accordance with arrangements to be made by the directors. Voting papers must be sent

out to members with power to vote not later than 50 clear days prior to the date of the forthcoming annual general meeting.

- 23.3 In preparation for the postal votes/electronic voting to be conducted prior to each annual general meeting, the directors shall note the names of the directors who are subject to retirement and, subject to Article 26 and if such directors are willing, include their names in such postal votes/electronic voting for re-election.
- 23.4 If following the postal votes/electronic voting the Company does not fill the vacancy, the retiring director shall, subject to articles 23.1 and 29 and if willing to act, be deemed to have been re-elected.
- 23.5 The postal votes/electronic voting notice to members entitled to vote at general meetings shall include details of any person who is recommended by the directors for election as a director or in respect of whom notice has been duly given to the Charity of the intention to propose him or her for election as a director. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Charity's register of directors together with a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Charity.
- 23.6 The names of the directors elected by the postal votes/electronic voting under this article shall be announced at the annual general meeting.
- 23.7 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 23.8 The directors may co-opt up to such number of persons as shall not exceed half the number in total of elected directors either to fill a vacancy or as additional directors. A director so appointed shall hold office only until the next following annual general meeting. If not elected as a director at such annual general meeting, he or she shall vacate office at the conclusion thereof.
- 23.9 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed.

## **24. Secretary**

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

## **25. Powers of directors**

- 25.1 The directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 25.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 25.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 25.4 The directors have power to do anything which is calculated to further the Charity's Objects or is conducive or incidental to doing so. In particular, the directors have power-
  - 25.4.1 to exercise the Charity's power to borrow money and, subject always to the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue any securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party subject to such consents as may be required by law.

## **26. Appointment of directors**

No person other than a director retiring at the end of their term shall be elected or re-elected a director or as Chair by postal ballot unless:

- 26.1 he or she is recommended for re-election by the directors; or

26.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

26.2.1 is signed by a member entitled to vote at the meeting and is signed by the person who is to be proposed to show his or her willingness to be appointed;

26.2.2 states the member's intention to propose the appointment of a person as a director;

26.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House together with

26.2.3.1 a statement of not more than 500 words by that person of his or her experience as a health professional and the qualities he or she would bring to the Executive Committee,

26.2.3.2 a release form signed by that person's employer signifying its approval of that person serving on the Executive Committee, and

26.2.3.3 a notice executed by that person of his or her willingness to be elected or re-elected; and

27 All members who are entitled to receive notice of a general meeting must be given no fewer than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire.

## **28. Chair and executive officers**

28.1 Only full members of the Charity shall be eligible to serve as executive officers.

28.2 Executive officers shall comprise the Chair, the secretary and the treasurer. The offices of secretary and treasurer shall be assisted by deputies. Nominees for the office of Chair must be directors. The office of Chair shall be elected by postal ballot of all full members of the Charity. The Chair, Secretary and the Treasurer and their deputies shall be elected by the directors from among their number.

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- 28.4 Executive officers shall serve a term of three years. An executive officer may be re-elected for a second consecutive three year term of office. An executive officer who has served two consecutive terms may not be re-elected unless a period of one year has passed since he or she was an executive officer or in the event that no-one has come forward to replace them.
- 28.5 An executive officer shall cease to hold office if he/she notifies the secretary in writing of his or her resignation.
- 28.6 If a vacancy occurs by death, resignation or disqualification among the executive officers of the Charity, the directors shall have the power to fill it from among its number and that person shall serve the balance of the term of the executive officer he or she replaces.

#### **Disqualification and removal of directors**

**29.** A director shall cease to hold office if he or she:

- 29.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 29.2 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);
- 29.3 ceases to be a member of the Charity;
- 29.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 29.5 resigns his or her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);



- 29.6 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 29.7 ceases to be a health or allied care professional as determined by the Executive Committee.
- 29.8 is removed by ordinary resolution of the members of the Charity present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 30.** The directors may by resolution approved by at least 75% of all the directors for the time being remove any director before the expiration of his or her period of office notwithstanding anything in the articles or in any agreement between the Charity and such director PROVIDED THAT-
- 30.1 not less than 30 days notice of the intention to propose such resolution shall be given to the Charity at the registered office signed by not less than one third of the directors for the time being;
- 30.2 the Charity shall send forthwith to the director concerned a copy of such notice, and the director shall have the right to be heard at the directors meeting at which the resolution is put and to make a written statement of reasonable length which, if received in time, must be circulated by the Charity with the notice of the meeting, and if not sent out, the director may require it to be read to the meeting.
- 31.** No person shall be disqualified from being or becoming a Trustee by reason of them attaining or having attained a certain age.

## **32. Remuneration of directors**

The directors must not be paid any remuneration unless it is authorised by article 6.

## **Proceedings of directors**

### **33**

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

33.2 Any director may call a meeting of the directors.

33.3 The secretary must call a meeting of the directors if requested to do so by a director.

33.4 Questions arising at a meeting shall be decided by a majority of votes.

33.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

33.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

33.7 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

### **34**

34.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

34.2 The quorum shall be half of the directors and one executive officer.

34.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

### **35**

If the number of directors is fewer than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

## 36

- 36.1 The Chair or (if the Chair is unable or unwilling to do so) some other director chosen by the directors present presides at each meeting.
- 36.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 36.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

## 37

- 37.1 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- 37.1.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - 37.1.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 37.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified his or her or their agreement.
- 37.3 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the directors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two directors.

### **38. Delegation**

- 38.1 The directors may delegate any of their functions to sub-committees and to define the terms of reference of any sub-committee and determine its composition and the duration of its activities but the terms of any delegation must be recorded in the minute book.
- 38.2 The directors may impose conditions when delegating, including the conditions that:
  - 38.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - 38.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the directors.
- 38.3 The directors may revoke or alter a delegation.
- 38.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **39. Declaration of directors' interests**

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

#### **40. Conflicts of interests**

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

#### **41. Validity of directors' decisions**

- 41.1 Subject to article 41.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- 41.1.1 who was disqualified from holding office;

41.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

41.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

41.1.4 the vote of that director; and

41.1.5 that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.

41.2 Article 41.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 41.1, the resolution would have been void, or if the director has not complied with article 41.

## **42. Minutes**

The directors must keep minutes of all:

42.1 appointments of officers made by the directors;

42.2 proceedings at meetings of the Charity;

42.3 meetings of the directors and committees of directors including:

42.3.1 the names of the directors present at the meeting;

42.3.2 the decisions made at the meetings; and

42.3.3 where appropriate the reasons for the decisions.

### **43. Accounts**

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

43.2 The directors must keep accounting records as required by the Companies Acts.

43.3 Accounting records relating to the Charity must be made available for inspection by any director at any reasonable time during normal office hours and may be made available for inspection by members who are not directors if the directors so decide.

43.4 A copy of the Charity's latest available statement of account must be supplied, in paper form or using electronic communication, on request to any director or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

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

44.1 The directors must comply with the requirements of the Charities Act 1993 with regard to the:

44.1.1 transmission of the statements of account to the Charity;

44.1.2 preparation of an Annual Report and its transmission to the Commission;

44.1.3 preparation of an Annual Return and its transmission to the Commission.

44.2 The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

#### **Means of communication to be used**

#### **45**

45.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

45.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

#### **46**

46.1 Any notice to be given to or by any person pursuant to the articles: must be in writing; or

46.2 must be given in electronic form.

#### **47**

47.1 The Charity may give any notice to a member either:

47.1.1 personally; or



47.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

47.1.3 by leaving it at the address of the member; or

47.1.4 by giving it in electronic form to the member's address.

47.2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

47.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

47.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

47.5 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

47.6 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

47.6.1 48 hours after the envelope containing it was posted; or

47.6.2 in the case of an electronic form of communication, 48 hours after it was sent

## **Indemnity**

## **48.**

In the execution of their duties no director shall be liable:

- 48.1 for any loss to the property of the Charity by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or
- 48.2 for the negligence or fraud of any agent employed by him or her or by any other director in good faith (provided reasonable supervision shall have been exercised);
- 48.3 and no director shall be liable by reason of any mistake or omission made in good faith by any Trustee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

#### **49**

- 49.1 The Charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- 49.2 In this article a "relevant director" means any director or former director of the Charity.

#### **50. Rules**

- 50.1 The directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership.
- 50.2 The rules may regulate the following matters but are not restricted to them:
  - 50.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such

members, and the entrance fees, subscriptions and other fees or payments to be made by members;

50.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

50.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

50.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

50.2.5 the criteria for the selection and appointment of directors by reference to the type and range of skills, knowledge and experience that the directors believe to be required for the governance of the Charity;

50.2.6 generally, all such matters as are commonly the subject matter of company rules.

50.3 The Charity in general meeting has the power to alter, add to or repeal the rules.

50.4 The directors must adopt such means as they think sufficient to bring the rules to the notice of members of the Charity.

50.5 The rules shall be binding on all members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **51. Alteration to the Articles of Association**

No alteration shall be made which would have the effect of causing the Charity to cease to be a charity at law. No such alteration shall take effect without the written consent of the Commission.