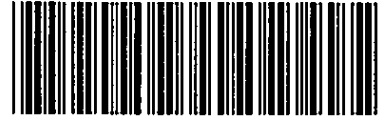


**malaria  
consortium**

disease control, better health

04785712

THURSDAY



A24 \*A5EMIFCI\* 01/09/2016 #119  
COMPANIES HOUSE

58<sup>th</sup> Board of Trustees Meeting

17<sup>th</sup> May 2016

The Companies Act 2006

Board of Trustees Written Resolution

Adoption of New Articles of Association

We the undersigned, being all members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously resolve on the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held

THAT the existing Articles of Association in their entirety be moved and substituted for the new Articles of Association as attached to this resolution

Dated.

Signature

*Julian Lob-Levyt*

Julian Lob-Levyt (Chairman)

Signature

*Canisius Anthony*

Canisius Anthony (Treasurer)

Signature

*Robert Seabrook*

Robert Seabrook

Signature

*Joanna Schellenberg*

Joanna Schellenberg

Signature

*Peter Potter-Lesage*

Peter Potter-Lesage

Signature

*Neil Squires*

Neil Squires

Signature

*Precious Lunga*

Precious Lunga

Signature

*N.Y. Varawalla*

Nermeen Varawalla

Signature

*Brian Greenwood*

Brian Greenwood

Signature

*Simon Kay*

Simon Kay

Signature

*Sarah Veilex*

Sarah Veilex

**The Companies Act 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MALARIA CONSORTIUM**

**1 Interpretation**

In these Articles

the "**Act**" means the Companies Act 2006,

the "**Acts**" means the Act and every other act for the time being in force concerning companies and affecting the Charity,

the "**Articles**" means these articles of association,

the "**Auditors**" means the auditors for the time being of the Charity,

the "**Board of Trustees**" means the Trustees acting collectively in accordance with the terms of these Articles,

the "**Chairman**" means the chairman of Trustees, being the Trustee appointed to perform the duties of the Chairman in accordance with these Articles,

the "**Charity**" means Malaria Consortium, a private company limited by guarantee,

"**electronic form**" has the meaning given in Section 1168 of the Companies Act 2006,

the "**Memorandum**" means the Charity's memorandum of association,

the "**Office**" means the registered office of the Charity,

the "**Secretary**" means any person appointed to perform the duties of the secretary of the Charity,

the "**Trustees**" means the directors of the Charity as referred to in the Acts and "**Trustee**" means one of the directors of the Charity, and

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

- 1.1 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form
- 1.2 Words importing the singular number only shall include the plural number and vice versa
- 1.3 Words importing the masculine gender shall include the feminine gender
- 1.4 Words importing persons shall include corporations

- 1.5 Subject to the above, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these Articles

## **2 Liability of members**

- 2.1 The liability of the members is limited
- 2.2 Every member of the Charity undertakes to contribute to the assets of the Charity in the event that it is 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 Charity contracted before he ceases to be a member, and of the costs, charges, and expenses of winding-up the Charity, and for the adjustment of the right of the contributories among themselves, such amount as may be required, not exceeding £1

## **3 Objects**

The Charity's objects (the "**Objects**") are the relief of sickness among poor people suffering from diseases, including particularly malaria and the protection of health of poor people at risk of contracting such diseases

## **4 Powers of the Charity**

In the furtherance of the Objects but not further or otherwise, the Charity shall have the power to

- 4.1 purchase, lease, hire, or otherwise acquire, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, mortgage, lease, or grant licences, easements and other rights over, exchange, or otherwise deal with or dispose of, any real or personal property (including any estate or interest therein),
- 4.2 rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises of all descriptions and contribute to or assist in any of these activities,
- 4.3 borrow and raise money and secure or discharge any debt or obligation of or binding upon the Charity by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Charity may think fit subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, but the Charity shall not undertake any permanent trading activities (other than primary purpose trading) in raising funds to achieve its charitable objects,
- 4.4 acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property anywhere in the world (including any estate or interest in any such property and any rights or privileges necessary or desirable) and whether or not any of the same shall be subject to any liability and retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or (subject to such consents (if any) as may for the time being be imposed or required by law) sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same,
- 4.5 either with or without security, give financial assistance by way of loans, donations or subscriptions or otherwise to any charitable association, trust, society or corporation,
- 4.6 compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination (including electronic dissemination), gratuitously or otherwise, of any

reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and broadcast, televise or make and issue or otherwise show films and video tapes, cassettes, compact discs and other sound recordings or similar media, or procure the broadcasting, televising or the making, issuing and showing of films, video tapes, cassettes, compact discs and other sound recordings or similar media,

- 4.7** to create and/or produce performances, exhibitions, entertainments, workshops, courses and other educational events using any available medium,
- 4.8** establish, undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and are directly ancillary to the Objects,
- 4.9** establish, finance and manage, whether in the United Kingdom or elsewhere, any charitable body, association or organisation (whether incorporated or unincorporated) to carry out, within the territory in which or in some part of which it is established, the Objects,
- 4.10** to establish local and overseas branches,
- 4.11** take all such steps as shall from time to time be necessary for the purpose of promoting the Objects and for procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner from time to time permitted by law,
- 4.12** generally obtain, collect and receive money and raise funds and invite and receive contributions, by personal or written appeals, public events and other ways, from any persons or organisations (whether incorporated or unincorporated) whatsoever by way of subscription, donation (including deeds of covenant) and otherwise, provided that the Charity shall not undertake any permanent trading activities in raising funds for the Objects (but this proviso shall not prevent the Charity from engaging in any trading activity in carrying out the Objects),
- 4.13** establish, promote or encourage the formation of, or affiliate, amalgamate, merge support, combine or co-operate with, any other charitable association, trust, society or corporation having similar aims, and liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, charity, committee or other organisation in all or in any parts of the world in furtherance of the Objects, but so that the funds of the Charity shall be paid or applied only to or for the benefit of any such other association, trust, society or corporation as is established only for purposes recognised as charitable by English law,
- 4.14** subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, transfer any property whether real or personal to any such exclusively charitable association, trust, society or corporation as is referred to in Article 4.13 whether for the general purposes of such charity or for some specific charitable object or purpose of such charitable body and enter into covenants for the making of periodic payments of that nature,
- 4.15** generally aid and receive aid from any such other charitable association, trust, society or corporation as is referred to in Article 4.13,
- 4.16** lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Charity) for any borrowing by, or the performance of, the contracts or obligations of any such charitable association, trust, society or corporation and for these purposes to give all kinds of indemnities,

- 4.17** employ, hire, or otherwise obtain and pay reasonable and proper remuneration to secretaries, clerks, officers, solicitors, bankers, insurance brokers, stockbrokers, accountants, architects, surveyors, teachers, instructors and any other person or persons (not being Trustees),
- 4 18** 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,
- 4 19** draw, make, accept, factor, endorse, discount, negotiate, execute and issue, and buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and operate bank or other accounts,
- 4 20** invest the moneys of the Charity not immediately required for its purposes in or upon any investments, securities or property in any part of the world as may be thought fit, and to take professional investment advice where necessary, 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 provided in these Articles,
- 4 21** pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,
- 4 22** pay out of the funds of the Charity any premium in respect of indemnity insurance for -
  - 4 22 1** any officer (not being a Trustee) or employee of the Charity (including an officer or employee who is a member of the Charity), and
  - 4 22 2** any Trustee if such premium is permitted to be paid under Article 6 2 7,
- 4 23** carry on primary purpose trading,
- 4 24** to support or oppose any change in the law which may affect the Charity's objects (or the achievement of them) and to comment publicly on social political or economic issues which relate to the Charity's objects or their achievement,
- 4 25** to provide alone or with others at such places as the Charity may think fit facilities for the supply of food and drink provided that such food and drink shall only be available to people taking part in the activities of the Charity, and
- 4 26** do all such lawful things as shall further the Objects  
Provided that
- 4.27** The objects of the Charity will not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers
- 4.28** If the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity must only deal with it in accordance with Part 7 of the Charities Act 2011 or any amendment or re-enactment of that act

## **5 Property subject to trusts**

If the Charity shall take or hold any property which is subject to any trusts, the Charity shall be bound by such trusts

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

- 6.1** The income and property of the Charity, however derived, shall be applied towards achieving the Objects No part shall be paid or transferred directly or indirectly to the members of the

Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any payment or other financial benefit from the Charity

**6 2** Provided that nothing in this Article 6 shall prevent the payment in good faith by the Charity of

- 6 2 1** reasonable and proper payment for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee,
- 6 2 2** the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of that Trustee, when instructed by the Charity to act in a professional capacity on its behalf Provided that only a majority of the Trustees shall benefit from this provision and that a Trustee shall withdraw from any meeting at which that Trustee's appointment or payment, or that of any partner of that Trustee, is being discussed,
- 6 2 3** interest on money lent by any member of the Charity at a rate per annum not more than two per cent below the base lending rate of a clearing bank to be selected by the Board of Trustees,
- 6 2 4** reasonable and proper rent for premises let or licensed to the Charity by any member or Trustee,
- 6 2 5** money or money's worth to a company of which a Trustee is a member but not if that Trustee owns more than 1/100th of the issued capital of that company,
- 6 2 6** reasonable and proper out-of-pocket expenses to any Trustee,
- 6 2 7** (if the Board of Trustees consider it reasonable and appropriate) any premium in respect of any insurance indemnity to cover the liability of the Trustees for any negligence, default, breach of trust in relation to the Charity, provided that such insurance shall not extend to any claim arising from any act or omission which the Trustees knew or should reasonably have known was a breach of trust or breach or which was done by any Trustees recklessly

**7 Members and membership**

- 7 1** The subscribers to the Memorandum and such other persons as the Board of Trustees shall admit to membership (acting in accordance with any bye-laws made under Article 18 3) shall be members of the Charity The rights of a member shall not be transferable and shall cease on the death of the member (or its dissolution in the case of a corporation)
- 7 2** Every member of the Charity other than the subscribers to the Memorandum shall either sign a written application or consent to become a member or sign the register of members on becoming a member
- 7 3** The Secretary shall keep an accurate register of members of the Charity
- 7 4** The sole right of admission to membership shall be vested in the Board of Trustees who may without showing cause refuse to admit any person as a member of the Charity, but nothing in these Articles shall entitle the Board of Trustees to discriminate in any way between applicants by reason of race, colour, religion or sex
- 7 5** It shall be lawful for the Board of Trustees to provide for the admission of such persons as they may think fit to be associates of the Charity and for the rights, duties and liabilities (if any) of such associates, but so that such persons shall not by virtue only of having been admitted to be

such associates of the Charity be members of the Charity and that such rights shall not include a right to speak or vote at general meetings or annual general meetings of the Charity

- 7.6 Entrance fees (if any) payable for becoming members and associates of the Charity and the annual, quarterly or other subscriptions or payments (if any) payable by members and associates of the Charity shall be fixed at an annual general meeting of the Charity and not otherwise. The Board of Trustees shall have the power to waive payment of such entrance fees, subscriptions, or payment in cases where this is deemed appropriate by the Board of Trustees

## **8 Termination of membership**

- 8.1 A person's membership is terminated if the member dies or, if it is a corporation, ceases to exist
- 8.2 Any member may withdraw from the Charity by giving notice in writing to the Secretary of his intention to do so but any person ceasing by any means to be a member shall remain liable for and shall pay to the Charity all moneys due from him to the Charity at the time of his ceasing to be a member or for which he may become liable under these Articles
- 8.3 The Board of Trustees may, by a resolution passed by a majority consisting of not less than two-thirds of the Trustees present at a meeting of the Board of Trustees of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or inter alia for the purpose of considering such resolution, refuse to continue any person as a member of the Charity, and if such resolution shall be so passed then (subject to Article 8.2) such person shall cease to be a member and his name shall be removed from the register of members
- 8.4 Failure to pay any subscription or any other sum due to the Charity within six months of it falling due shall result in the disqualification of a member

## **9 Meetings of the members**

- 9.1 The Charity shall in each year hold a meeting of its members as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting and that of the next provided that so long as the Charity holds its first annual general meeting within 18 months after its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board of Trustees shall appoint
- 9.2 All meetings of the members other than annual general meetings shall be called general meetings and together general meetings and annual general meetings shall be called members' meetings
- 9.3 The Board of Trustees may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on requisition in accordance with the Acts. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee or any two members of the Charity may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustees

## **10 Notice of members' meetings**

- 10.1 All members' meetings, annual general meetings and meetings for the passing of a special resolution, shall be called by at least 14 clear days' notice in writing. The notice must specify the

place, the day and the hour of meeting and the general nature of the business to be transacted at that meeting. The notice shall be given in the manner set out in these Articles or in such other manner, if any, as may be prescribed by the Charity in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Charity. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Act and Article 15.

- 10.2** A members' meeting may be called by shorter notice than that specified in this Article 10 if it is so agreed.

**10.2.1** in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at that meeting,

**10.2.2** in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

## **11 Proceedings at meetings of the members**

- 11.1** No business shall be transacted at any members' meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in these Articles, the greater of one-tenth or three members of the Charity present in person or by proxy and entitled to vote upon the business to be conducted at the meeting shall be a quorum. The authorised representative of a member corporation shall be counted in the quorum.

- 11.2** The members shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

- 11.3** If within half an hour from the time appointed for the members' meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall constitute a quorum for that meeting.

- 11.4** The Chairman, or his nominee, may with the consent of any meeting at which a quorum is present (and shall if so directed by an ordinary resolution of the members) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. However, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 11.5** The Board of Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

**11.6** At any members' meeting a resolution put to the vote of the members shall be decided on a show of hands unless a poll is demanded

**11.6.1** by the Chairman, or his nominee, or

**11.6.2** by at least three members present in person or by proxy, or

**11.6.3** by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll is demanded, a declaration by the Chairman, or his nominee, that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn

**11.7** Except as provided in Article 11.9, if a poll is duly demanded it shall be taken in such manner as the Chairman, or his nominee, directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

**11.8** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting, or his nominee, at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote

**11.9** No poll shall be demanded on any question of adjournment. A poll demanded on any other question shall be taken at such time as the Chairman, or his nominee, may determine and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

**11.10** Subject to Article 11.6, every member shall have one vote

**11.11** No member shall be entitled to vote at a general meeting unless all monies owed by that member to the Charity have been paid

**11.12** The Charity in general meetings shall have the power to alter, add to or repeal the rules or bye laws provided that no rule or bye law shall conflict with or shall affect or repeal anything contained in the Memorandum or these Articles

## **12 Written resolutions**

**12.1** A resolution in writing shall be as valid and effective as if the same had been passed at a members' meeting duly convened and held if a simple majority (or, in the case of a special resolution, by a majority of not less than 75 per cent ) of the members for the time being entitled to receive notice of and to attend and vote at a meeting have

**12.1.1** signed one or more copies of it, or

**12.1.2** otherwise indicated their agreement to it in writing

**12.2** A resolution in writing may comprise several copies to which one or more members have signified their agreement

**12.3** In the case of a member that is a corporation, its authorised representative may signify its agreement to a written resolution

### **13 Votes of members**

- 13.1** Subject as otherwise provided by these Articles every member, whether an individual or a corporation, shall have one vote
- 13.2** No member shall be entitled to vote at any meeting unless all moneys presently payable by him to the Charity have been paid
- 13.3** A member is able to exercise the right to vote at a general meeting when
- 13.3.1** that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 13.3.2** that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting
- 13.4** Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands

### **14 Corporations acting by representatives at meetings**

- 14.1** Any corporation which is a member of the Charity may by resolution of its directors, or other governing body, authorise such person as it thinks fit to act as its representative at any members' meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Charity

### **15 Proxies**

- 15.1** The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Charity
- 15.2** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
- 15.3** An instrument appointing a proxy shall include the following information
- 15.3.1** the name and address of the member appointing the proxy,
  - 15.3.2** the person appointed to be that member's proxy and the meeting in relation to which that person is appointed, and
  - 15.3.3** the signatures of, or on behalf of, the members appointing the proxy
- 15.4** Unless a proxy notice indicates otherwise, it must be treated as
- 15.4.1** 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

**15 4 2** appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself

**15 5** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

**15 6** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

## **16 Honorary officers**

It shall be lawful for the Board of Trustees to provide for the creation of the office of president and (one or more) vice-presidents and patrons and (one or more) vice-patrons, for the admission and retirement of persons to such offices and for the powers, rights, duties and liabilities (if any) of such persons but so that such persons shall not by virtue only of having been admitted to be honorary officers be members of the Charity and that such rights shall not include a right to speak or vote at meetings of the Board of Trustees or members

## **17 Trustees**

**17.1** A person, other than a person who would be disqualified from acting under the provisions of Article 20 may be appointed a Trustee in accordance with Article 19

**17 2** No person other than a member may be appointed a Trustee

**17 3** Unless otherwise determined by ordinary resolution the number of Trustees shall not be less than three and the maximum number shall be 18

**17 4** The Trustees appointed as at the date of adoption of these Articles shall continue in office in all respects as if appointed under these Articles

**17.5** A Trustee shall be entitled to claim all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Trustees or any committee or sub-committee of the Trustees or members' meetings or in connection with the business of the Charity

## **18 Powers and duties of Trustees**

**18 1** The business of the Charity shall be managed by the Board of Trustees, who may pay all expenses incurred in promoting and registering the Charity, and may exercise all such powers of the Charity as are not, by the Acts or these Articles, required to be exercised by the Charity in a members' meeting, subject only to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with those provisions, as may be prescribed by the Charity in a members' meeting, but no regulation made by the Charity in a members' meeting shall invalidate any prior act of the Board of Trustees which would have been valid if that regulation had not been made

**18 2** In the exercise of their powers and in the management of the business of the Charity the Board of Trustees must remember that they are charity trustees within the meaning of section 177 of the Charities Act 2011 as the persons having the general control and management of the administration of a charity

**18.3** The Trustees shall have the power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Charity and otherwise for the furtherance of the purposes for which the Charity is established, provided that such bye-laws are not contrary to these Articles. All such bye-laws for the time being in force shall be binding upon all members of the Charity until they shall cease to have effect as provided or shall be varied or set aside by an ordinary resolution of the Charity. No member shall be absolved from such bye-laws by reason of his not having received a copy of them, or of any alterations or additions to them, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board of Trustees to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article 18

**18.3.1** the admission of members including

- (i) the persons eligible for membership of the Charity,
- (ii) the admission of organisations to membership,
- (iii) the classes of membership,
- (iv) the conditions on which persons shall be admitted to membership of the Charity,
- (v) the entrance fees subscriptions and other fees or payments to be made by the members, and
- (vi) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Charity,

**18.3.2** any committees and sub-committees of members and other persons, in connection with the various branches of the activities of the Charity and the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and sub-committees,

**18.3.3** the conduct of the members of the Charity in relation to one another and to the Charity's workers,

**18.3.4** the use of the whole or any part or parts of the Charity's premises at any particular time or for any particular purpose,

**18.3.5** the procedure at general meetings and meetings of the Board of Trustees and committees of the Board of Trustees so far as such procedure is not regulated by these Articles or the Act,

**18.3.6** the terms of reference of the Chairman, and

**18.3.7** generally all such matters as are usually the subject matter of company rules

**18.4** the Board of Trustees shall give notice to members of the Charity of the rules and bye laws, which shall bind all members of the Charity

**18.5** The Trustees shall cause minutes to be made in books provided for the purpose of

**18.5.1** all appointments of officers, associates and honorary officers made by the Board of Trustees,

**18.5.2** the names of the Trustees present at each meeting of the Board of Trustees and of any committee or sub-committee of the Board of Trustees, and

**18.5.3** all resolutions and proceedings at all members' meetings and of the Board of Trustees, and of committees and sub-committees of the Board of Trustees

**18.6** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such two or more persons (including one Trustee) as the Board of Trustees shall from time to time by resolution determine

## **19 Rotation appointment and retirement of Trustees**

**19.1** A person willing to so act may be appointed as a Trustee by a simple majority vote of the Board of Trustees

**19.2** At each annual general meeting one-third (or, if their number is not three or a multiple of three, then the number nearest one-third) of the Trustees for the time being other than the Chairman shall retire from office

**19.3** The Trustees to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

**19.4** A retiring Trustee shall be eligible for re-election

**19.5** Subject to Article 21.2 below, no Trustee shall serve for a continuous period exceeding six years. A Trustee who has served for that time shall not be eligible for re-election as a Trustee until a further year has elapsed

## **20 Disqualification and removal of Trustees**

**20.1** A Trustee shall cease to hold office if he

**20.1.1** ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), or

**20.1.2** becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or

**20.1.3** resigns his 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), or

**20.1.4** fails without reasonable excuse to attend three consecutive meetings of the Board of Trustees

**20.2** The members may, in accordance with and subject to the provisions of the Acts, by ordinary resolution of which special notice has been given, remove any Trustee before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee)

**20.3** The Board of Trustees may, in accordance with and subject to the provisions of the Acts, by a simple majority vote remove any Trustee before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee)

## **21 Chairman**

- 21 1** The Board of Trustees shall have the power to appoint a Trustee as Chairman
- 21 2** Notwithstanding the provisions of Article 19 5 above, the Chairman shall be entitled to serve for a term of three years from the date of his appointment as Chairman but will not be eligible for reappointment as Chairman for a further three year term if such appointment would extend the continuous period for which he would have been a Trustee beyond six years
- 21 3** The Chairman or his nominee shall, save as is otherwise provided for by the bye-laws of the Charity from time to time or the terms of reference of any committees or subcommittees of the Board of Trustees established in accordance with these Articles, chair each members' meeting and each meeting of the Board of Trustees
- 21 4** The Chairman shall exercise his responsibilities in accordance with his term of reference as determined by the Board of Trustees from time to time in accordance with Article 18 3

## **22 Proceedings of the Board of Trustees**

- 22 1** The Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Board of Trustees. The Board of Trustees shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman then is
- 22 2** The Chairman may (and on the request of the Chairman the Secretary shall) call a meeting of the Board of Trustees by notice served upon the Trustees
- 22 3** The Trustees may make whatever arrangements they consider appropriate to enable those attending meetings of the Board of Trustees to exercise their rights to speak or vote at it
- 22 4** Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman, or his nominee, shall have a second or casting vote
- 22 5** Save as otherwise provided in these Articles the quorum necessary for the transaction of the business of the Board of Trustees shall be not less than one—third or three (whichever is the greatest). A Trustee shall not be counted in the quorum when any decision is made about a matter upon which that Trustee is not entitled to vote
- 22 6** A meeting of the Board of Trustees at which a quorum is present can exercise all the powers which all the Trustees have
- 22 7** The Board of Trustees may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Trustees, the Trustees or Trustee may act for the purpose of increasing the number of Trustees to that number, admitting persons to membership of the Charity or of summoning a members' meeting, but for no other purpose
- 22 8** The Board of Trustees may delegate any of their powers to committees or sub-committees consisting of such Trustees as the Board of Trustees think fit, any committee or sub-committee so formed shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board of Trustees. Any such regulations may provide for or

authorise the co-option to any such committee or sub-committee of members of the Charity not being Trustees, or of others not being members of the Charity, or of the Trustees and for such co-opted members to have voting rights as members of such committee or sub-committee but so that the number of co-opted members shall not exceed one half of the total number of members of such committee or sub-committee provided that a resolution of such committee or sub-committee shall not be effective unless a majority of the members of such committee or sub-committee present at the meeting are Trustees or unless the resolution is confirmed by the Board of Trustees. All acts and proceedings of each such sub-committee should be reported back to the Board of Trustees as soon as possible

- 22.9** The meetings and proceedings of any such committee or sub-committee as is referred to in Article 22.8 shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees
- 22.10** All acts bona fide done by any meeting of the Board of Trustees or of a committee or sub-committee of the Board of Trustees, or by any person acting as a Trustee or as a member of a committee or sub-committee, shall notwithstanding that it is discovered afterwards that there was some defect in the appointment of any such Trustees or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee or member of a committee or sub-committee
- 22.11** A resolution in writing shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held if a simple majority of all the Trustees for the time being entitled to receive notice of the meeting of the Board of Trustees and entitled to vote at such meeting have
- 22.11.1** signed one or more copies of it, or
- 22.11.2** otherwise indicated their agreement to it in writing
- 22.12** Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees
- 22.13** A Trustee must declare the nature and extent of any interest, direct or indirect, which he 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 Trustee must absent himself from any discussions of the Board of Trustees of any matter in respect of which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and shall not vote on such matter
- 22.14** 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 unconflicted Trustees may authorise such a conflict of interests where the following conditions apply
- 22.14.1** the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- 22.14.2** 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
- 22.14.3** the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

## **23 Secretary**

- 23.1** Subject to the provisions of the Acts the Secretary shall be appointed by the Board of Trustees for such time, at such reasonable and proper remuneration and upon such conditions consistent with Article 4 as they may think fit, and any Secretary so appointed may be removed by them. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. No Trustee shall occupy the salaried position of Secretary.

## **24 Accounts**

- 24.1** The Trustees shall cause proper accounting records to be kept in accordance with the Acts.
- 24.2** The accounting records shall be kept at the Office or, subject to the provisions of the Acts, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the Trustees.

## **25 Annual report and return**

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and return and transmission of them to the Charity Commissioners.

## **26 Delivery of Documents in Electronic Form**

- 26.1** The Charity will, as far as is practicable, send all future documents and information of its members and Trustees in electronic form. The Charity may deliver documents
- 26.1.1** through the email address supplied by the member or Trustee,
  - 26.1.2** by hand or post on disk or other electronic data storage media,
  - 26.1.3** by fax if the member has specified a fax number, or
  - 26.1.4** by making the document or information available on the intranet as set out at Clause 26.2 below.
- 26.2** When a document or information is to be communicated by means of the intranet, the Charity will notify its members and Trustees of the availability of the document(s) or information ("**Notification of Availability**") The Notification of Availability will specify
- 26.2.1** the documents or information present on the intranet,
  - 26.2.2** the address of the intranet,
  - 26.2.3** the place on the intranet where it may be accessed, and
  - 26.2.4** how to access the document or information.
- 26.3** The address of the intranet that the Charity will ordinarily use for the purpose of communicating such documents and information is <http://intranet.malariaconsortium.org>. The Charity reserves the right to make documents and information available at a different address. Members and Trustees will be notified of any such alteration in the Notification of Availability.
- 26.4** The Charity will endeavour to ensure that all documents are provided in PDF format.

- 26.5** Members and Trustees are entitled to receive a hard copy version of any document or information received electronically from the Charity. The Charity must provide a hard copy version within 21 days of the receipt of a request, free of charge.
- 26.6** There may be circumstances in which the Charity prefers or is obliged to send or supply documents or information in hard copy format. This consent notwithstanding there is to be no obligation on the Charity to use electronic communications.
- 26.7** There is no obligation or requirement placed on members to consent to the use of electronic communications. Consent can be withdrawn at any time provided that the member gives notice of such revocation to the Charity.

## **27 Notices**

- 27.1** A notice may be given by the Charity to any member either personally, sending it by post to his registered address or in accordance with Article 26. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 96 hours after the letter containing the same is posted.
- 27.2** Notice of every members' meeting shall be given in any manner authorised in these Articles to every member and to the Auditors for the time being of the Charity.
- 27.3** If a member has not registered an address with the Charity for the giving of notice to him he shall not be entitled to receive any notice from the Charity.

## **28 Indemnity**

Subject to the provisions of the Acts every Trustee or other officer (including any Auditor) of the Charity shall be entitled to be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities (including any such liability as is mentioned in section 533 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Trustee or other officer (including any Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto.

## **29 Winding-up**

If the Charity is wound up and any assets are left after all its debts and liabilities have been satisfied, these assets will not be distributed among the members of the Charity. Instead, they will be given to some other charity or charities with similar objects to the Objects and whose governing document forbids the distribution of income and property to at least the same extent as is set out in Article 4. The charity or charities will be determined by the members of the Charity at or before the time of winding up, failing which the assets will be given to some other charitable object which the Charity Commissioners for England and Wales shall approve.

## **30 Deeds**

Any document to be executed as a deed shall only be valid if signed and delivered as a deed on behalf of the Charity by a Trustee and the Secretary, or by two Trustees and any purchaser of person dealing with the Charity in good faith shall accept those signatures as conclusive evidence of the fact that the document has been properly executed.