

THE COMPANIES ACT 2006

WORLDWIDE RADIOLOGY

A Company Limited by Guarantee

Company No. 11042080

SPECIAL RESOLUTION

MADE ON 6th JUNE 2018

I certify that the following is a true copy of a Special Resolution to amend the company's Articles of Association, duly passed in accordance with the Companies Act.

IT IS RESOLVED THAT:

The company's objects clause (Article 2) is amended to read as follows—

“The objects of the Charity are—

- (a) to relieve sickness, to protect and preserve health, and to save lives by improving access to quality diagnostic imaging, particularly in under-served areas of low and middle income countries;
- (b) to advance education in all areas relevant to diagnostic imaging, particularly for limited resource settings; in particular but not exclusively by commissioning or undertaking research into disease epidemiology and management in the context of diagnostic imaging, particularly for limited resource settings, and to publish the useful results of such research.”

Name: JOANNA KASZNIA-BROSI Signature: _____

Capacity: *Director*

FRIDAY



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A28 15/06/2018 #53
COMPANIES HOUSE

Worldwide Radiology

A Company Limited by Guarantee

Company number 11042080

Incorporated on 1st November 2017

ARTICLES OF ASSOCIATION

As amended by Special Resolution 6th June 2018

CHARLIE CATTELL
SOCIAL ECONOMY CONSULTANT

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The Companies Act 2006

Articles of Association of
WORLDWIDE RADIOLOGY
A COMPANY LIMITED BY GUARANTEE
and not having a share capital

Interpretations

1. Words and expressions used in these Articles shall have the meanings attributed to them in Article 100. References to “the Charity” mean the company WORLDWIDE RADIOLOGY.

OBJECTS & POWERS

Objects

2. The objects of the Charity are—
 - (a) to relieve sickness, to protect and preserve health, and to save lives by improving access to quality diagnostic imaging, particularly in under-served areas of low and middle income countries;
 - (b) to advance education in all areas relevant to diagnostic imaging, particularly for limited resource settings, in particular but not exclusively by commissioning or undertaking research into disease epidemiology and management in the context of diagnostic imaging, particularly for limited resource settings, and to publish the useful results of such research.

Powers

3. In furtherance of the above objects, but not otherwise, the Charity has the following powers—
 - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (b) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - (d) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any taxable permanent trading activities in raising funds for the objects of the Charity;
 - (e) 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, provided that the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
 - (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (j) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;
- (k) to—
 - i) deposit or invest funds;
 - ii) employ a professional fund-manager; and
 - iii) 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;
- (l) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (m) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations;
- (n) 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;
- (o) to do all such other lawful things as are necessary for the achievement of the objects.

APPLICATION OF INCOME & PROPERTY

General principles

- 4. The income and property of the Charity shall be applied solely towards the promotion of the objects, provided that—
 - (a) a Trustee is entitled to be reimbursed from the property of the Charity, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the Charity;
 - (b) *a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;*
 - (c) a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 96;
 - (d) a Trustee may not receive any other benefit or payment unless it is authorised by Articles 6 to 12.
- 5. Subject to Articles 6 to 12, 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 Trustee receiving—
 - (a) a benefit from the Charity in the capacity of a beneficiary;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

Benefits and payments to Trustees and connected persons

- 6. No Trustee or connected person may—
 - (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - (b) sell goods or services or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from, the Charity;
 - (d) receive any other financial benefit from the Charity;

unless the payment is permitted by Articles 7 to 12, or authorised by the court or the Charity Commission. In this Article a "financial benefit" means a benefit, direct or indirect, which is either money or has monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

7. A Trustee or connected person may receive a benefit from the Charity as a beneficiary on the same terms as other beneficiaries.
8. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
9. Subject to Article 13, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.
10. A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be no more than the Bank of England bank rate (also known as the base rate).
11. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
12. A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for supply of goods only - controls

13. The Charity and its Trustees may only rely upon the authority provided by Article 9 if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Charity and the Trustee or connected person supplying the goods ("the supplier").
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees 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 Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the Trustees in the minute book.
 - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 9.
14. In Articles 6 to 12, "Charity" includes 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 Trustees to the board of the company.

GENERAL STRUCTURE OF THE CHARITY

15. The structure of the Charity consists of—

- (a) the MEMBERS, being individuals and organisations who have the right to attend General Meetings and have important powers under the Articles of Association and the Act; in particular, the members elect Trustees and must take any decisions about changes to these Articles; and
- (b) the TRUSTEES, who meet regularly during the period between Annual General Meetings, and generally control and supervise the activities of the Charity; in particular, the Trustees are responsible for monitoring the financial position of the Charity. For the avoidance of doubt, the Trustees are 'trustees' for the purposes of charity law and 'directors' for the purposes of company law.

MEMBERS' LIMITED LIABILITY

16. The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while a member or within one year after ceasing to be a member, for—

- (a) payment of the Charity's debts and liabilities contracted before the member ceased to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

MEMBERS

Admission of members

- 17. Application for membership may be made by individuals, organisations and public bodies that have an interest in the Charity's work and which meet such criteria for membership as may be established by the Trustees from time to time.
- 18. Admission of new members shall be at the discretion of the Trustees, who may reject any application which they do not believe to be in the best interests of the Charity.
- 19. Members shall be required to pay an annual subscription as determined by the Trustees.
- 20. Membership is personal and cannot be transferred to anyone else.
- 21. Every member shall be entitled to a copy of the Charity's Articles of Association at no charge, and of any amendments subsequently made.

Representatives of member organisations

- 22. Each member which is an organisation or public body shall appoint a representative who shall be entitled to exercise in the affairs of the Charity all such rights and powers as the member would exercise if it were an individual person.
- 23. Member organisations shall advise the Charity in writing of the identity of their representative, and of any change in appointment.

Register of Members

- 24. The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member, and the date on which they ceased to be a member.

Cessation of membership

25. A member shall cease to be a member if he or she—

- (a) resigns in writing to the Charity; or
- (b) fails to pay any annual subscription within two months of its becoming due; or

- (c) ceases to meet the criteria for membership established by the Trustees; or
- (d) is expelled by the Trustees for conduct prejudicial to the Charity, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

BOARD OF TRUSTEES

Number of Trustees

26. There must always be a minimum of three Trustees in post.

Composition of the Board

27. The Charity shall have a Board of Trustees comprising—
- (a) up to nine people elected by and from the membership at (or prior to) the Annual General Meeting ("AGM");
 - (b) up to three co-opted Trustees (who may but need not be members of the Charity), selected because of the particular skills or experience they may bring to the management of the Charity.

Election of Trustees

28. The Trustees shall from time to time determine procedures for the election of Trustees by the members, which may include elections held at the AGM, or a postal ballot of the members conducted prior to the AGM, or any other method considered to be effective and democratic.

Retirement cycle

29. At every AGM one-third of the elected Trustees shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that which is nearest to one-third. The Trustees to retire shall be those longest in office since they were last elected. Where there are Trustees who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. A retiring Trustee is eligible for re-election.
30. Co-opted Trustees shall serve for such period as may be decided by the Trustees.

Casual vacancies

31. The Trustees may fill any casual vacancy occurring amongst their number by appointing a member of the Charity to the vacant place. A casual vacancy shall exist when there are fewer elected Trustees than there were at the end of the preceding AGM. Anyone filling such a casual vacancy shall serve until the conclusion of the next AGM, when they may stand for election.

People who may not serve as Trustees

32. Under no circumstances shall any of the following serve as Trustees—
- (a) an employee of the Charity;
 - (b) a person aged less than 16 years;
 - (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director;
 - (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee.

Retirement, disqualification and removal of Trustees

33. The office of a Trustee shall be immediately vacated if he or she—
- (a) ceases to be a member of the Charity;
 - (b) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office when the resignation takes effect); or

- (c) is absent without good reason from all Trustees' meetings held within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
- (d) is removed from office by Ordinary Resolution of the Charity in General Meeting in accordance with the Act; or
- (e) becomes bankrupt or makes any arrangement with his or her creditors generally; or
- (f) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

OFFICERS

- 34. Honorary officers, to include a Chair, Vice-Chair and such other officers as may be thought desirable, shall be elected annually by the Trustees from amongst their own number at their first meeting following the AGM.
- 35. An elected officer shall cease to hold office at the conclusion of each AGM, but shall then be eligible for re-election.
- 36. If any officer post should fall vacant between AGMs, the Trustees may appoint one of their number to fill that post until the next AGM.
- 37. A person elected to any office shall cease to hold that office if he or she ceases to be a Trustee, or if he or she resigns from that office by written notice.

POWERS OF THE BOARD OF TRUSTEES

- 38. The Trustees 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 Act or the Articles.
- 39. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 40. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 41. The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
- 42. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
- 43. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
- 44. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 45. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 46. The quorum necessary for the transaction of the business of the Trustees shall be two Trustees or one-third of the Trustees, whichever is the greater number.
- 47. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 48. At every meeting of the Trustees the Chair shall preside; but if he or she is not present 15 minutes after the time set for the meeting the Vice-Chair shall preside, and in the event of his or her absence the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

49. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall not have a second or casting vote and resolution shall be lost.
50. A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
51. All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in their appointment, 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.

Declarations of interest

52. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees 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).

Conflicts of interest

53. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
 - (a) 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;
 - (b) 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;
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
54. In the above 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 any direct or indirect benefit to a Trustee or to a connected person.

COMMITTEES

55. The Trustees may delegate any of their powers or functions to committees comprising Trustees and optionally others. The terms of any delegation will be agreed by the Trustees and must be recorded in the minute book.
56. The Trustees may impose conditions when delegating, and will always include the conditions that—
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
 - (c) the Trustees may vary or revoke the delegation;
 - (d) the committee shall report regularly to the Trustees.

GENERAL MEETINGS

Annual General Meeting

57. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting. Every AGM shall be held not more than fifteen months after the holding of the previous AGM.

58. The business of an AGM shall comprise—
- (a) the consideration of the Report and Accounts presented by the Trustees;
 - (b) *the election of Trustees by members, or the announcement of the results of the election;*
 - (c) the appointment or re-appointment of the Charity's auditor or auditors (if any);
 - (d) such other business as may have been specified in the notices calling the meeting.

Other General Meetings

59. The Trustees may call a General Meeting at any time, and shall call one if requested so to do by at least 5% of the members of the Charity.

Proceedings at General Meetings

60. No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy. Unless otherwise decided by the Charity, a quorum shall be seven members or 10% of the members, whichever is the greater number.
61. If—
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall direct.
62. The Trustees 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.
63. If no quorum is present at the reconvened meeting 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
64. At every general meeting the Chair of the Board of Trustees shall preside but if he or she is not present 15 minutes after the time appointed for the commencement of the meeting the Vice-Chair shall preside; and if he or she is absent, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Voting at General Meetings

65. Decisions at General Meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
66. One vote may be cast by or on behalf of each member on any question to be decided at a General Meeting.
67. Anyone eligible to attend and vote at a General Meeting may appoint some other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy; and
 - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the General Meeting to which they relate.

68. The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution; or
 - (b) authorise the proxy to vote in accordance with his or her own judgement.
69. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy.
70. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.
71. The declaration by the Chair of the result of a vote shall be conclusive unless a ballot is demanded. 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.
72. If a ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
73. In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall not have a second or casting vote and the resolution shall be considered as lost.

Adjournment of General Meetings

74. A General Meeting may by Ordinary Resolution resolve that the meeting shall be adjourned.
75. The Chair of 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.
76. 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.
77. If a meeting is adjourned for more than 14 days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Notices of General Meetings

78. Any General Meeting shall be called by at least 14 clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed by at least 90% of those entitled to attend and vote.
79. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy.
80. The notice must be given to all the members and Trustees and to the auditors (if any), and may be given in any way allowed for in the Act.
81. 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.

MEMBERS' WRITTEN RESOLUTIONS

82. Any decision that may be made at a General Meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
83. A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their consent to the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their consent to it.

84. The majorities required to pass a written resolution are as follow—
- (a) for an Ordinary Resolution, consent is required from a simple majority of the members;
 - (b) for a Special Resolution, consent is required from not less than 75% of the members.
85. The document indicating a member's consent to a written resolution may be sent to the Charity as hard copy or in electronic form. A member's consent to a written resolution, once signified, may not be revoked.
86. A written resolution lapses if the necessary number of consents has not been received 28 days after the first day on which copies of the resolution were circulated to members.

ADMINISTRATION & GENERAL

Secretary

87. The Trustees may appoint a Secretary of the Charity upon such terms and conditions as they think fit; and any Secretary so appointed may be removed by them.

Minutes

88. The Trustees must keep minutes of all—
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at General Meetings of the Charity;
 - (c) written resolutions passed by the Charity;
 - (d) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions.
89. Minutes of meetings shall be kept for a minimum of 10 years.

Accounts

90. The Trustees must keep accounting records as required by the Act.
91. The Trustees must prepare accounts for each financial year as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
92. The Trustees must send a copy of the annual accounts and reports for each financial year to—
- (a) every member of the Charity, and
 - (b) every person who is entitled to receive notice of General Meetings.
93. The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

Annual Reports and Returns

94. The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts.
95. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Indemnity

96. The Charity may indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

DISSOLUTION

97. The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways—
- (a) directly for the Charity's objects; or
 - (b) by transfer to any Charity or charities for purposes similar to those objects; or
 - (c) to any Charity or charities for use for particular purposes that fall within the objects.
98. Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred—
- (a) directly for the Charity's objects; or
 - (b) by transfer to any Charity or charities for purposes similar to those objects; or
 - (c) to any Charity or charities for use for particular purposes that fall within the objects.
99. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and, if no resolution in accordance with the above Articles is passed by the members or the Trustees, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

INTERPRETATIONS

100. In these Articles—

"the Act" means the Companies Act 2006.

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

"the Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.

"the Charity" means the company to which these Articles apply.

"clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect.

"the Commission" means the Charity Commission for England and Wales.

"connected person" means—

- i) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- ii) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
- iii) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above;
- iv) an institution which is controlled —
 - a. by the Trustee or any connected person falling within paragraph (i), (ii), or (iii) above; or

- b. by two or more persons falling within sub-paragraph 'a', when taken together
- v) a body corporate in which –
 - a. the Trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - b. two or more persons falling within sub-paragraph 'a' who, when taken together, have a substantial interest.

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

"employee" means anyone holding a current contract of employment with the Charity.

"in writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

101. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context.
102. Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.