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The Companies Act 2006

Articles of Association of Engineers Without Borders UK

Company Limited by Guarantee (not having a Share Capital)

Registered Company Number 4856607

Registered Charity Number 1101849

Scottish Charity Number SC043537

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THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
(not having a Share Capital)**

**ARTICLES OF ASSOCIATION OF ENGINEERS WITHOUT BORDERS UK
[As amended at Annual General Meeting dated [●]]**

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles the following terms and expressions have the following meanings:

the "Act" means the Companies Act 2006 insofar as it applies to the Charity;

"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;

"Affiliates" means groups who seek support, benefits and a non-exclusive licence to use elements of the Name, Logo and Brand of the Charity;

"Affiliate Members" has the definition given to it in Article 14 of the Articles;

"Affiliation Fee" means a sum determined by the Directors to be paid by Affiliates in exchange for the support, benefits and services the Charity provides;

"Affiliate Rules" means a set of rules determined by the Directors to govern the operations and activities of Affiliates;

"Adoption Date" means the date of adoption of the Articles;

the "Articles" means the Articles of Association of the Charity;

"Brand" means the Name and Logo of the Charity, and any other visual or electronic elements that contribute to the corporate identity of the Charity and the associated goodwill;

"Business Day" means a day other than Saturday, Sunday or bank holiday on which commercial banks and foreign exchange markets settle payments and are open for business in London;

the "Charity" means the company intended to regulated by the Articles, namely Engineers Without Borders UK;

the "Charities Act" means the Charities Act 2011;

"clear days" means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

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

"Director" means the Directors of the Charity, who are also the Charity Trustees as defined by section 177 of the Charities Act 2011;

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

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

"executed" includes any mode of execution;

"Financial Reporting Council" means the UK's independent regulator responsible for promoting high quality corporate governance and reporting which sets the UK standards of accounting;

"Logo" means the visual logo(s) of the Charity, including any reasonable derivative, as may be determined from time to time, and the associated goodwill;

"Member" means a Member of the Charity, as defined in the Act and Article 11;

"Membership Terms" means the terms and conditions found on the Charity's website at <https://www.ewb-uk.org/terms-and-conditions/> (as updated from time to time), to which prospective Members must agree to before becoming a Member;

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008;

"Name" means Engineers Without Borders UK, EWB-UK, EWB, or any other reasonable derivative of the Charity's name and the associated goodwill;

the "Objects" means the Charity's Objects, as set out in Article 4 of the Articles;

"Office" means the registered office of the Charity;

the "Officers" includes the Directors and the Secretary (if any);

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

"Trustees" shall have the meaning given to it in the Charities Act;

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

"in writing" and "written" includes printing, lithography, typewriting, photography and other modes of representing or reproducing words in visible form, whether sent or supplied in electronic form such as email, made available on a website or otherwise.

- 1.2 Unless otherwise defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act (excluding any statutory modification not in force on the Adoption Date).
- 1.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.4 Nothing in these Articles shall preclude the holding and conducting of a meeting in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it.
- 1.5 References to electronic facility mean a device, system, procedure, method or facility (including without limitation video or audio conference call systems, website addresses and application software) providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Directors pursuant to Article 19.5.
- 1.6 References to a meeting mean a meeting convened and held in any manner permitted by these Articles, including without limitation a general meeting of the Company at which some or all persons entitled to be present attend and participate by means of electronic facility or

facilities, and such persons shall be deemed to be present in person at that meeting for all purposes of the Act and these Articles and "attend" and "participate", "attending" and "participating", and "attendance" and "participation" shall be construed accordingly.

- 1.7 A reference to an Article is a reference to an Article in the Articles.
- 1.8 Words denoting the singular shall include the plural and vice versa and words denoting any gender shall include all genders.
- 1.9 The Model Articles shall not apply to the Charity.

2. **NAME**

The name of the company is, "Engineers Without Borders UK" (and in this document it is called **the "Charity"**).

3. **REGISTERED OFFICE**

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

4. **OBJECTS**

4.1 The Charity's Objects are restricted specifically, in each case only for the public benefit, to:

- (a) relieve, or assist in the relief of, poverty and suffering in the UK and throughout the world, in particular but without limitation to:
 - (i) coordinating, funding and participating in development projects, particularly projects or parts of projects with a strong engineering or technical component;
 - (ii) providing and promoting theoretical and practical training in sustainable development;
 - (iii) providing experience to and stimulating interest among those with strong potential in the field of development work;
 - (iv) promoting, coordinating and funding research on development topics, particularly those with a strong engineering or technical component;
 - (v) the raising of public awareness of development issues, particularly those related to engineering or technology;
 - (vi) the provision of assistance to other organisations with objectives aligned with those of the Charity by providing them with human and other resources;
- (b) advance education, in particular but without limitation to:
 - (i) sustainable development in the UK and in other parts of the world, particularly in developing countries;
 - (ii) the causes and effects of poverty and suffering; and
- (c) to promote such other exclusively charitable purposes under the laws of England and Wales as the Directors may from time to time resolve.

4.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

5. **POWERS**

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

- (a) raise funds by way of subscription, donation or otherwise (including but not limited to levying any fees), but in doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) 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 117 and 122 of the Charities Act;
- (c) 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 124 – 126 of the Charities Act if it wishes to mortgage land;
- (d) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (e) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (f) acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (g) enter into contracts to provide services to or on behalf of other bodies;
- (h) provide or procure the provision of advice;
- (i) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- (j) promote, undertake and commission research, surveys, studies or other work;
- (k) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (l) 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 that it is permitted to do so by Article 6;
- (m) make reasonable provision for the payment of pensions for employees and their dependents;
- (n) deposit or invest funds;
- (o) employ a professional fund manager; and
- (p) 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 Trustees Act 2000;
- (q) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;

- (r) pay out of the funds of the Charity the costs of forming and registering the Charity as a company and as a Charity;
- (s) provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- (t) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (u) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- (v) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (w) provide and assist in the provision of money, materials or other aid;
- (x) act as trustee and to undertake and execute charitable trusts; and
- (y) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects.

6. **APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 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.
- 6.3 A Director 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.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 37.
- 6.5 A Director may not receive any other benefit or payment.
- 6.6 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 also not a Director receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

7. **GENERAL STRUCTURE**

The structure of the Charity consists of:

- (a) the Members – who have the right to attend the annual general meeting (and any other general meeting) and have important powers under these Articles and the Act;

in particular the Members elect a proportion of the Directors and take decisions in relation to changes to the Articles themselves; and

- (b) the Directors – who hold regular meetings during the period between annual general meetings, and generally control and supervise the day-to-day activities of the Charity; in particular, the Directors are responsible for monitoring the financial position of the Charity.

8. **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 Charity 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).

9. **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

9.1 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:

- (a) 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;
- (b) 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
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

9.2 In this Article 9, 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 which is prohibited under these Articles.

10. **LIABILITY OF MEMBERS**

The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- (a) payment of the Charity's debts and liabilities incurred before he or she ceases 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.

11. **MEMBERS**

11.1 Membership is open to individuals who:

- (a) apply to the Charity in the form required by the Directors; and

(b) are approved by the Directors.

11.2 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.

11.3 The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of their decision.

11.4 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.

11.5 Membership is not transferable.

11.6 The Directors must keep a register of names and addresses of the Members.

12. **CLASSES OF MEMBERSHIP**

The Directors may establish and disestablish classes of Membership with different rights and obligations and shall record the rights and obligations in the register of Members.

13. **TERMINATION OF MEMBERSHIP**

13.1 Membership is terminated if:

- (a) the Member dies;
- (b) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than three Members who are not also Directors;
- (c) any sum due from the Member to the Charity is not paid in full within ten Business Days of it falling due;
- (d) the Member, in the reasonable opinion of the Directors, commits a serious breach of Membership Terms; or
- (e) 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 Membership is terminated. A resolution to remove a Member from Membership may only be passed if:
 - (i) the Member has been given at least 21 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; and
 - (ii) 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.

14. **AFFILIATE MEMBERS**

The Charity may form relationships with Affiliates, whose executive officers must become members of the Charity ("**Affiliate Members**"). Affiliate Members are not entitled to vote at a General Meeting, nor count towards the quorum for such meeting.

15. **GENERAL MEETINGS**

15.1 The Charity must hold an annual general meeting each year and not more than fifteen (15) months may elapse between successive annual general meetings.

- 15.2 Subject to Article 15.1 above, the Directors may call a general meeting at any time.
- 15.3 The Directors shall determine in relation to each general meeting any alternative means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by simultaneous attendance and participation at a satellite meeting place or places, in accordance with Article 19.1 anywhere in the world determined by them, and/or by means of electronic facility or facilities determined by them in accordance with Article 19.5.

16. NOTICE OF GENERAL MEETINGS

- 16.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and
 - (b) 14 clear days for all other general meetings.
- 16.2 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% of the total voting rights.
- 16.3 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and Article 20.1.
- 16.4 The notice must be given to all the Members and to the Directors and auditors for the time being of the Charity.
- 16.5 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.

17. POSTPONEMENT OF GENERAL MEETINGS

- 17.1 If the Directors, in their absolute discretion, consider that it is impracticable or undesirable for any reason to hold a general meeting: on the date or at the time specified in the notice calling the meeting; at the place or by means of electronic facility specified in the notice calling the meeting (including any satellite meeting place to which Article 19.1 applies); they can change any such date, time and/or place and postpone the meeting.
- 17.2 When a meeting is so postponed or any place or electronic facility is changed, an announcement of the date, time, place(s) and/or, electronic facility(ies) as applicable for the rearranged meeting shall be communicated to the Members and notice shall be placed on the Charity's website. No new notice of the meeting shall be required.
- 17.3 If a meeting is rearranged in this way, proxy forms are valid if they are received as required by these Articles not less than 48 hours before the time of the rearranged meeting. The Directors may further change any such place(s) and/or electronic facility(ies) and/or postpone any rearranged meeting under this Article.

18. PROCEEDINGS AT GENERAL MEETINGS

Quorum

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

- 18.2 A quorum is a number equal to or greater than the number of Directors plus three additional members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

Procedure if Quorum Not Present

- 18.3 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 Directors shall determine.

- 18.4 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.
- 18.5 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.

Chair of General Meetings

- 18.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 18.7 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.
- 18.8 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 18.9 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.

Adjournments

- 18.10 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.11 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.
- 18.12 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.
- 18.13 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.

Amendments to Resolutions

- 18.14 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a special resolution no amendment thereto (other than an amendment to correct a patent error) may in any event be considered or voted upon.

Voting

- 18.15 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting;
 - (b) by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - (c) the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 18.16 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.
- 18.17 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.
- 18.18 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.
- 18.19 A poll 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.
- 18.20 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 18.21 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.22 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.
- 18.23 The poll must be taken within 30 days after it has been demanded.
- 18.24 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.
- 18.25 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 18.26 Subject to Article 12, every member shall have one vote.
- 18.27 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting in relation to such objection shall be final.
19. **ARRANGEMENTS FOR SIMULTANEOUS ATTENDANCE, SECURITY AND ORDERLY CONDUCT**
- 19.1 In the case of any general meeting, the Directors may, notwithstanding the specification in the notice convening the general meeting of the place at which the chair of the meeting shall preside (the "**Principal Place**"), make arrangements for simultaneous attendance and participation at another place or other places anywhere in the world ("**a satellite meeting**") by Members and proxies and others entitled to attend the general meeting.

- 19.2 The Members present in person or by proxy at any satellite meeting place or places shall be counted in the quorum for, and entitled to vote at, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair of the meeting believes that adequate facilities are available throughout the meeting to ensure that Members attending at the Principal Place and all satellite meeting places are able to:
- (a) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the Principal Place and any satellite meeting place;
 - (b) be heard by all other persons so present; and
 - (c) (if they have the right to vote at the meeting), vote during the meeting, on a poll on resolutions put to the meeting on which they have the right to vote and such Members' votes can be taken into account in determining whether or not such resolutions are passed.
- 19.3 Such arrangements for simultaneous attendance at the general meeting may include arrangements regarding the level of attendance at the other place or places provided that they shall operate so that any Members and proxies excluded from attendance at the Principal Place are able to attend at one of the other places. For the purpose of all other provisions of these Articles any such general meeting shall be treated as being held and taking place at the Principal Place.
- 19.4 The Directors may, for the purpose of facilitating the organisation and administration of any general meeting (at the Principal Place and at any satellite meeting place) to which such arrangements apply, from time to time make arrangements, whether involving the issue of tickets or the imposition of some random means of selection or otherwise as they shall in their absolute discretion consider to be appropriate, and may from time to time vary any such arrangements or make new arrangements in their place. The entitlement of any Member or proxy or other person entitled to attend a general meeting at a particular venue shall be subject to such arrangements as may for the time being be in force whether stated in the notice of the general meeting or adjourned meeting to apply to that Meeting or notified to the Members concerned subsequent to the provision of the notice of the general meeting.
- 19.5 In the case of any general meeting, the Directors, may, notwithstanding the specification in the notice convening the general meeting of the Principal Place, make arrangements for simultaneous attendance and participation by Members and proxies and others entitled to attend the general meeting by means of electronic facility or facilities and determine the means, or all different means, of attendance and participation used in relation to a general meeting. The Members present in person or by proxy by means of such electronic facility or facilities shall be counted in the quorum for, and entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair of the meeting believes that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including by means of electronic facility or facilities) are able to:
- (a) hear all persons who speak at the meeting;
 - (b) be heard by all other persons present at the meeting; and
 - (c) (if they have the right to vote at the meeting) vote, during the meeting, on a poll on resolutions put to the meeting on which they have the right to vote and such Members' votes can be taken into account in determining whether or not such resolutions are passed.

- 19.6 When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.
- 19.7 If it appears to the chair of the general meeting that an electronic facility has become inadequate for the purposes referred to in Article 19.5, then the chair may, without the consent of the meeting, adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid and the provisions of Article 18.10 to 18.13 shall apply to that adjournment.
- 19.8 The Directors or the chair of the meeting or any person authorised by the Directors may direct that Members, proxies or corporate representatives wishing to attend in person any general meeting or anyone else permitted by the chair of the meeting to attend should submit to such searches or other security arrangements or restrictions (including, without limitation, restrictions on items of personal property which may be taken into the meeting and requirements for evidence of identity) as the Directors or the chair of the meeting or such person authorised by the Directors shall consider appropriate in the circumstances. Such persons shall be entitled in their absolute discretion to refuse entry to, or to eject from, such general meeting any such person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.
- 19.9 If arrangements for participation by means of electronic facility or facilities have been made pursuant to Article 19.5, the Directors or the chair of a general meeting or any person authorised by the Directors may make any arrangement and impose any requirement or restriction as are necessary to ensure the identification of those taking part and the security of electronic communications.
- 19.10 The Directors or the chair of the meeting or any person authorised by the Directors may, at any meeting, take such action as is thought fit to secure the safety of the people attending the meeting and to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chair of the meeting's decision on matters of procedure or matters arising incidentally from the business of the meeting shall be final, as shall be his determination as to whether any matter is of such a nature.

20. **CONTENT OF PROXY NOTICES**

- 20.1 Proxies may only validly be appointed by a notice in writing (which, for the avoidance of doubt, includes email and or other electronic means, provided that it is a visible form, and can be validly delivered in accordance with Article 21 below) (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, or is authenticated in such manner as the Directors may determine; and
 - (d) 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.

The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 20.2 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. Unless a proxy notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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.

21. DELIVERY OF PROXY NOTICES

- 21.1 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.
- 21.2 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.
- 21.3 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.
- 21.4 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 appointor's behalf.

22. WRITTEN RESOLUTIONS

- 22.1 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:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution by a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office in hard-copy or electronic form within the period of 28 days beginning with the circulation date.
- 22.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

23. AFFILIATES

- 23.1 In furtherance of the Charity's Objects the Charity may grant a non-exclusive licence to use elements of the Charity's Name, Logo and Brand to Affiliates.
- 23.2 The Directors at their discretion may levy an affiliation fee on Affiliates at such rate as they decide.
- 23.3 Affiliates undertake activities such as, but not limited to, Member education, public engagement and fundraising.
- 23.4 Affiliates must:
 - (a) agree to be bound by the Affiliate Rules established by the Directors and as may be determined from time to time dictating how the Affiliate will operate in order to represent the Charity; and

- (b) select executive officers (who must also be Members pursuant to Article 11) consisting of, at least, a chair, a treasurer and a secretary (or equivalents), the duties of which will be set out in the Affiliate Rules.

23.5 The Charity may at any time review an Affiliates' adherence to the Affiliate Rules and, if it determines that the Affiliate is in breach, may suspend or revoke the Affiliate's licence to use the Charity's Name, Logo and Brand.

24. **DIRECTORS**

24.1 A Director must be a natural person aged 16 years or older.

24.2 No one may be appointed a Director if he or she would be disqualified from acting under the provision of Article 28.

24.3 The number of Directors shall be subject to a maximum number of eight but shall not be less than three.

24.4 The Directors shall be made up of:

- (a) a maximum number of six Directors appointed by existing Directors; and
- (b) a maximum number of two Directors appointed after election at a general meeting by Members of the Charity.

24.5 Directors will serve a three year term from the date of their appointment and are eligible to serve a maximum of two consecutive terms.

24.6 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

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 Act, 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.

26. **RETIREMENT OF DIRECTORS**

26.1 A Director appointed by existing Directors in accordance with Article 24.4(a) who has completed their term of office, unless re-elected for a second consecutive term by the Directors, must retire at the first meeting of the Directors after completion of their term in office, unless there is an insufficient number of Directors to hold a quorate meeting of the Directors.

26.2 At an annual general meeting, any Director appointed by the Members in accordance with Article 24.4(b) who has completed their term of office, unless re-elected for a second consecutive term by the Members, must retire unless there is an insufficient number of Directors to hold a quorate meeting of the Directors.

26.3 If a Director is required to retire at a meeting of the Directors or an annual general meeting by a provision of the Articles, the retirement shall take effect upon the conclusion of that meeting.

27. **APPOINTMENT OF DIRECTORS**

- 27.1 Subject to Article 24, at any time the Directors may appoint a person who is willing to act to be a Director.
- 27.2 No person may stand for election or re-election as a Director appointed pursuant to Article 24.4(b) at any general meeting unless not less than fourteen nor more than 35 clear days before the date of the meeting, the Charity is given a notice that:
- (a) is signed by a Member who wishes to stand for election or re-election as a Director and states their intention and willingness to be appointed as a Director;
 - (b) is signed by a further two Members entitled to vote at the meeting; and
 - (c) contains the details that, if the person were to be appointed or re-appointed, the Charity would have to file at Companies House.
- 27.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint or re-appoint a Director.
- 27.4 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

28. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 28.1 A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision of the Act or prohibited from acting by law;
 - (b) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act;
 - (c) ceases to be a Member of the Charity;
 - (d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (e) resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
 - (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

29. **REMUNERATION OF DIRECTORS**

The Directors must not be paid any remuneration unless it is authorised by Article 6.

30. **PROCEEDINGS OF DIRECTORS**

- 30.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 30.2 Any Director may call a meeting of the Directors.

- 30.3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 30.4 Questions arising at a meeting shall be decided by a majority of votes.
- 30.5 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 30.6 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.
- 30.7 The quorum shall be three or such larger number as may be decided from time to time by the Directors.
- 30.8 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.
- 30.9 If the number of Directors is less 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.
- 30.10 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 30.11 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.
- 30.12 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.
- 30.13 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the 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 duly convened and held. 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 their agreement.

31. **DELEGATION**

- 31.1 The Directors may delegate any of their powers or functions to any committee, subject to Articles 31.2 to 31.4 below.
- 31.2 The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors;
 - (c) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 31.3 The Directors may revoke or alter a delegation.
- 31.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

32. **VALIDITY OF DIRECTORS' DECISIONS**

32.1 Subject to Article 32.2, 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:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

32.2 Article 32.1 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 32.1, the resolution would have been void.

33. **MINUTES**

33.1 The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors; and
- (b) proceedings at meetings of the Directors of the Charity.

33.2 Meetings of the Directors and Committees of Directors including:

- (a) the names of the Directors present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate, the reasons for the decisions.

34. **ACCOUNTS**

34.1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Financial Reporting Council.

34.2 The Directors must keep accounting records as required by the Act.

35. **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

35.1 The Directors must comply with the requirements of the Charities Act with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission; and
- (c) preparation of an Annual Return and its transmission to the Commission.

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

36. **MEANS OF COMMUNICATION TO BE USED**

36.1 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 Act 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.

36.2 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.

36.3 Any notice to be given to or by any person pursuant to the Articles must be in writing.

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

- (a) personally;
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
- (c) by leaving it at the address of the member;
- (d) by sending it in electronic form to the member; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

36.5 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.

36.6 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.

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

36.8 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 Act.

36.9 In accordance with section 1147 of the Act notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

37. **INDEMNITY**

37.1 The Charity may indemnify a relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Act.

37.2 In this Article a 'relevant Director' means any Director or former Director of the Charity.

38. **RULES**

38.1 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.

38.2 The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of Members of the Charity and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) 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;
- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by the Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

38.3 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.

38.4 The rules or bye laws shall be binding on all Members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

39. **DISPUTES**

If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

40. **DISSOLUTION**

40.1 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 Objects; or
- (b) by transfer to any Charity or charities for purposes similar to the Objects; or
- (c) to any Charity or charities for use for particular purposes that fall within the Objects.

40.2 Subject to any such resolution of the Members of the Charity, the Directors of the Charity may, for the purposes of effecting the Members' resolution above, or if the Members' do not pass such resolution before dissolution, 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 Objects; or
- (b) by transfer to any Charity or charities for purposes similar to the Objects; or

(c) to any Charity or charities for use for particular purposes that fall within the Objects.

40.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no resolution in accordance with Article 40.1 or 40.2 is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.