

Company No: 03203702
Charity No: 1071244

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
HASLEMERE EDUCATIONAL MUSEUM

Incorporated on 24 May 1996,
as amended by Special Resolutions on 25 September 2018
and () 2023

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COMPANY NOT HAVING A SHARE CAPITAL
Article of Association for a Charitable Company
Articles of Association of Haslemere Educational Museum

1 The company's name is

HASLEMERE EDUCATIONAL MUSEUM (and in this document it is called the 'charity').

2 Registered Office

The registered office of the charity will be situated in England.

3 Interpretation

(1) In the articles:

'**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 **articles**' means the charity's articles of association;

'**Charities Act**' means Charities Act 2011;

'the **charity**' means the company intended to be regulated by the articles;

'**clear days**' in relation to the period of a notice means a 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;

'**collection**' means the charity's collection of artefacts, in either physical or digital form;

'the **Commission**' means the Charity Commission for England and Wales;

'**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'**corporate member**' shall include unincorporated organisations and clubs, as well as charities and companies;

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

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

'the **memorandum**' means the charity's memorandum of association;

'the **model articles**' means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (S1 2008 (3229)) as amended prior to the adoption of these Articles;

'**Museum**' means the Haslemere Educational Museum, Haslemere, Surrey;

'**officers**' includes the trustees, the secretary (if any) and Honorary Treasurer;

'**secretary**' means any person appointed to perform the duties of the secretary of the charity;

'the **trustees**' means the directors of the charitable company. The directors are also charity trustees as defined by section 177 of the Charities Act 2011 and are referred to as trustees in these Articles;

'the **United Kingdom**' means Great Britain and Northern Ireland; and

- (2) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- (4) The model articles shall not apply to the charity.
- (5) 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.

4 Liability of members

The liability of the members is limited to a sum not exceeding £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 he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

5 Objects

The charity's objects ('Objects') are to forward and advance the study of science, literature and the fine arts by means of a well-equipped museum of natural history and objects of art and of a scientific, literary and historical nature.

6 Powers

The charity has power to do any lawful things which are calculated to further its Objects or are conducive or incidental to doing so. In particular, the charity has power to:

- (1) establish, maintain and operate a museum in furtherance of its Objects and for the long-term public benefit;
- (2) purchase, hire, take on loan, or otherwise acquire, any items which, in the opinion of the trustees, will enhance the museum's collection, upon such terms as the trustees deem appropriate;
- (3) sell, exchange, or otherwise dispose of, on such terms as the trustees shall think fit, any item comprised in the collection, on condition that such disposal is made only in accordance with the Museums Association Code of Ethics for Museums (as updated from time to time);
- (4) lend (whether on temporary or permanent loan) any item comprised in the collection, having regard to the suitability of the prospective borrower and the purpose of the loan, and on condition that the borrower has effected adequate insurance against loss or damage to the items loaned and that satisfactory arrangements are in place for their safeguard and return;
- (5) dispose of (by whatever means including destruction) any item comprised in the collection which, in the opinion of the trustees, has become useless for the furtherance of the objects by reason of damage or physical deterioration;
- (6) conduct, or promote the conduct of, research and the publication of the useful results of such research;
- (7) promote and organise conferences, meetings, seminars, lectures, exhibitions, displays and other projects;
- (8) undertake educational workshops and other educational programmes, including outreach;
- (9) cause to be written and printed, or otherwise reproduced and circulated, gratuitously or otherwise, papers, books, periodicals, pamphlets or other documents or films or recordings (whether audio or visual or both);
- (10) require the payment of reasonable and proper charges for admission and for other services and facilities provided as necessary for the furtherance of the Objects;
- (11) undertake the digitisation of the collection, including the creation, maintenance and storage of the images and data relating to the collection;
- (12) secure the collection by whatever means necessary to prevent the loss or destruction of the collection, including by means of alarm systems and secure display cases;
- (13) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The charity must comply as appropriate with sections 124 and 125 of the Charities Act if it wishes to mortgage land;
- (14) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (15) 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 119-123 of the Charities Act;

- (16) acquire, merge with or enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, companies, CIOs or museums with similar charitable purposes;
- (17) enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies;
- (18) to co-operate with other charities, voluntary bodies and statutory authorities to exchange information and advice with them;
- (19) raise funds and to invite and receive contributions from any person, persons or grant-making organisations whatever by way of subscription, donation and or otherwise;
- (20) carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the Objects of the charity or the trade is temporary or ancillary to the carrying out of the Objects, including the exploitation of the intellectual property of the charity;
- (21) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (22) establish subsidiaries;
- (23) subject to articles 7-8 below, to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 8 and provided it complies with any procedures for dealing with conflicts of interest;
- (24) in respect of investments:
 - (1) deposit or invest funds;
 - (2) employ a professional fund-manager; and
 - (3) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (25) provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act; and
- (26) insure any buildings for the time being owned or occupied by the trustees to full value against fire and other usual risks, and to suitably insure in respect of employer's liability and public liability.

7 Application of Income and Property

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) A trustee 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.
- (3) 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.

- (4) A trustee may receive an indemnity from the charity in the circumstances specified in Article 42.
- (5) A trustee may not receive any other benefit or payment unless it is authorised by Article 8.
- (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 not also a trustee receiving:
 - (1) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (2) reasonable and proper remuneration for any goods or services supplied to the charity.

8 Benefits and payments to charity trustees and connected persons

General Provisions

- (1) No trustee or connected person may:
 - (1) buy any goods or services from the charity on terms preferential to those applicable to other members of the public;
 - (2) sell goods, services or any interest in land to the charity;
 - (3) be employed by or receive remuneration from the charity;
 - (4) receive any other financial benefit from the charity.

unless the payment is permitted by Articles 8(2) – 8(7), or authorised by the Court or the prior written consent of the Commission has been obtained.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting trustees' / connected persons' benefits

- (2) A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity, provided that a majority of the trustees do not benefit in this way.
- (3) 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 185-186 of the Charities Act.
- (4) Subject to Article 8(8), 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.
- (5) A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (6) 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 must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (7) 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

- (8) The charity and its trustees may only rely upon the authority provided by Article 8(4) if each of the following conditions is satisfied:
- (1) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (a) The charity or its trustees (as the case may be); and
 - (b) The trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (2) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (3) 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.
 - (4) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (5) 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.
 - (6) The reason for their decision is recorded by the trustees in the minute book.
 - (7) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by Article 8.
- (9) In Articles 8(2) – 8(8) “charity” shall include any company in which the charity:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.

9 Declaration of trustees' interests

- (1) 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 charity 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).

10 Conflicts of interests and conflicts of loyalties

- (1) 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 the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

- (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;
 - (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
 - (3) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

11 Members

- (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The voting members of the charity shall comprise the following:
 - (1) the trustees for the time being;
 - (2) individual members;
 - (3) joint members;
 - (4) family members;
 - (5) lifetime or honorary members;
 - (6) corporate members.
- (3) Non-voting members shall include junior members below the age of 18.
- (4) Every person wishing to become a member shall deliver to the charity an application for membership in such form as the trustees determine.
- (5) The trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for doing so.
- (6) Criteria for the different classes of membership shall be the subject of company rules, made in accordance with article 43.
- (7) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership. Those rights may only be varied if 75% of that class of membership consents in writing to a variation, or a special resolution is

passed at a separate general meeting of the members of that class agreeing to the variation. The provision in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

- (8) Membership is not transferable.
- (9) The trustees must keep a register of names and addresses of the members.

12 Termination of membership

Membership is terminated if:

- (1) the member ceases to be a trustee, unless they apply for separate membership;
- (2) the member dies or, if it is an organisation, ceases to exist;
- (3) the member resigns by written notice to the charity unless, after the resignation, there would be less than **three** members;
- (4) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (5) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

13 General meetings

- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (2) The trustees may call a general meeting at any time.
- (3) The trustees must call a general meeting, in accordance with the Companies Acts, if requisitioned to do so by at least 5% of the members having a right to vote at general meetings.
- (4) A general meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate to the other participants.
- (5) A person attending a general meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.

14 Notice of general meetings

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (1) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (2) fourteen clear days for all other general meetings.

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (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 Companies Act 2006 and article 20.
- (4) Where arrangements have been made for a meeting to be held by electronic means, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting.
- (5) The notice must be given to all the members and to the trustees.
- (6) 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.

15 Proceedings at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present and “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.
- (2) A quorum is **five per cent (5%)** of the total membership, present in person or by proxy, and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

16 Chair of members’ meetings

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees, in accordance with article 27.
- (2) If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee 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.
- (5) The chair shall not be entitled to vote either on a show of hands or on a poll. In

the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote.

17 Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (2) 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.
- (3) 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.

18 Adjournment by members

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) 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.
- (3) 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.
- (4) 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.

19 Voting

- (1) 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:
 - (1) by the person chairing the meeting; or
 - (2) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (3) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) Results of vote:
 - (1) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- (2) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3) Poll:
 - (1) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (2) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (3) 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.
 - i. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - ii. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - iii. 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.
 - iv. The poll must be taken within thirty days after it has been demanded.
 - v. 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.
 - vi. If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
- (4) Corporate members:
 - (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any general meeting of the charity.
 - (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
 - (3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

20 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
 - (1) states the name and address of the member appointing the proxy;
 - (2) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (3) is signed by or on behalf of the members appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (4) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
 - (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
 - (2) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

21 Delivery of proxy notices

- (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.
- (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.
- (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.
- (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

- (1) A resolution in writing or electronic form 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:

- (1) a copy of the proposed resolution has been sent to every eligible member;
 - (2) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (3) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a corporate member, its authorised representative may signify its agreement.

23 Votes of members

- (1) Subject to articles 16(5) and 23(2), every member shall have one vote.
- (2) For the avoidance of doubt, junior members shall not have a vote and there shall only be one vote per joint membership and one vote per family membership.
- (3) 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 shall be final.

24 Trustees

- (1) A trustee must be a natural person aged 18 years or older who has not been employed by the charity in any capacity in the 12 months' immediately prior to his or her appointment.
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 29.
- (3) The minimum number of trustees shall be **five** but, unless otherwise determined by ordinary resolution, there shall be no maximum.
- (4) A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

25 Powers of trustees

- (1) 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 Companies Acts or the Charities Act, the articles or any special resolution.

- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) 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.

26 Appointment and retirement of trustees

- (1) The notice of annual general meeting shall include the particulars of any person who is recommended by the trustees for appointment or reappointment as a trustee and has indicated that they are willing to act.
- (2) The members may by ordinary resolution, appoint any person who is willing to be appointed or reappointed as a trustee, or to fill a vacancy or as an additional trustee.
- (3) A trustee shall be appointed for a term of office of three years at an annual general meeting and a trustee who has served their term must retire at the next annual general meeting of the charity that occurs following the expiry of their term. The trustees in office at the date of adoption of these articles shall retire in accordance with their current terms of office.
- (4) A retiring trustee shall be eligible for re-election for consecutive periods of three years in office from the date of his or her original appointment. If a trustee has served for more than nine years, their reappointment for a further period of three years shall be by exception and:
 - (1) subject to a particularly rigorous review by the trustees, taking into account the need for progressive refreshing of the board of trustees; and
 - (2) the reasons for any reappointment shall be explained in the charity's notice of annual general meeting or annual trustees' report.
- (5) The trustees may also by majority resolution co-opt a person who is willing to act as trustee, either to fill a vacancy or as an additional trustee, for a term of no longer than 12 months. A trustee appointed by a resolution of the trustees must retire at the next annual general meeting.
- (6) The appointment of a trustee must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

27 Chair of trustee meetings

- (1) The trustees shall appoint a trustee to act as chair and to chair their meetings, and may at any time revoke such appointment.
- (2) The chair shall be appointed by a majority of the trustees at a duly convened and quorate trustee meeting.
- (3) The chair shall have no functions or powers except those conferred by the Articles or delegated to them by the trustees.

28 Other officers and honorary roles

- (1) The trustees may from time to time appoint such other officers as they consider appropriate to facilitate the business of the charity.
- (2) The trustees have the power to appoint and remove, at their absolute discretion, persons to act as Patrons, President Emeritus, President or Vice President. Such positions shall be honorary only and shall have no executive power; nor shall they be deemed to be trustees. The criteria for honorary roles shall be developed under Rules, in accordance with article 43.

29 Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);
- (3) 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 trustee and may remain so for more than nine months;
- (4) is removed by a resolution of a 75% majority of the other trustees who reasonably believe that their removal as trustee is in the best interests of the charity;
- (5) resigns as a trustee by notice to the charity (but only if at least **five** trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent, without the permission of the trustees, from meetings during the period of one calendar year and the trustees resolve that his or her office be vacated.

30 Remuneration of trustees

- (1) The trustees must not be paid any remuneration unless it is authorised by article 8.

31 Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.

- (5) The chair shall not be entitled to vote but, in the case of an equality of votes, the person who is chairing the meeting shall have a casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
- (7) The trustees may invite individuals who are not trustees to attend trustee meetings but such individuals may not vote on any business of the board of trustees.

32 Quorum

- (1) No decision may be made by a meeting of the trustees 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 trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be **three** or **a majority** of the total number of trustees, whichever is the greater.
- (3) 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.
- (4) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

33 Written resolution of trustees

- (1) A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees, and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.
- (3) Certain decisions may not be passed by written resolution of the trustees. These include the appointment and removal of a trustee, which must be effected by a resolution passed at a duly convened and quorate trustee meeting.

34 Delegation

- (1) The trustees may from time to time delegate any of their powers and functions to a committee comprising at least **two** trustees. The terms of reference and delegation shall be determined by the trustees and recorded in the Minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:

- (1) any committee must comply with their terms of reference, including voting rights, if any; and
- (2) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed by the trustees.
- (3) The trustees may revoke or alter a delegation and the terms of reference at any time.
- (5) All acts and proceedings of committees must be minuted and promptly reported to the trustees.

35 Validity of trustees' decisions

- (1) Subject to article 35(2), all acts done by a meeting of trustees, or of a committee or sub-committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

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

if without the vote of that trustee, and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Article 35(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 35(1), the resolution would have been void, or if the trustee has not complied with article 9.

36 Minutes

The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - (1) the names of the trustees present at the meeting;
 - (2) the decisions made at the meetings; and
 - (3) where appropriate, the reasons for the decisions.
- (4) The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

37 Accounts

- (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The annual accounts shall be available for review on the charity's website at least 21 days before the annual general meeting.
- (3) The trustees must keep accounting records as required by the Companies Act.

38 Annual Report and Return and Register of Charities

- (1) The trustees must comply with the requirements of the Charities Act with regard to the:
 - (1) transmission of a copy of the statements of account to the Commission;
 - (2) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (3) preparation of an Annual Return and its transmission to the Commission.
- (2) The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

39 Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- (3) Any notice to be given to or by any person pursuant to the articles:
 - (1) must be in writing; or
 - (2) must be given in electronic form.

40 Notice

- (1) The charity may give any notice to a member either:
 - (1) personally; or
 - (2) by sending it by post in a prepaid envelope addressed to the member

at his or her address; or

- (3) by leaving it at the address of the member;
 - (4) by giving it in electronic form to the member's address; or
 - (5) 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.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
 - (3) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

41 Evidence of notice

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (1) 48 hours after the envelope containing it was posted; or
 - (2) in the case of an electronic form of communication, 48 hours after it was sent.

42 Indemnity

- (1) The charity shall indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant trustee' means any trustee or former trustee of the charity.

43 Rules

- (1) The trustees 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.
- (2) The rules or bye laws may regulate the following matters but are not restricted to them:

- (1) the criteria for the various categories of membership;
 - (2) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (3) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (4) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (5) the terms of office, rights and privileges of persons appointed in honorary positions;
 - (6) generally, all such matters as are commonly the subject matter of company rules.
- (3) The trustees have the power to alter, add to or repeal the rules or bye laws.
 - (4) The trustees must adopt such means as they think sufficient to bring the rules or bye laws to the notice of members of the charity.
 - (5) 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.

44 Disputes

- (1) 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.

45 Dissolution

- (1) If, upon the winding-up or dissolution of the charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the charity under or by virtue of articles 7-8 hereof, such institution or institutions to be determined by the members within three months of the members' resolution passed initiating the winding-up, failing which, and if and so far as effect cannot be given to such provision, then to such other charitable object as the trustees shall resolve upon.

46 Definition of connected person

- (1) In articles 8(1-8), 10(2) and 35(2) 'connected person' means:
 - (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - (2) the spouse or civil partner of the trustee or of any person falling within article 46(1)(1) above;
 - (3) a person carrying on business in partnership with the trustee or with any person falling within articles 46(1)(1) or (2) above;
 - (4) an institution which is controlled –
 - (1) by the trustee or any connected person falling within articles 46(1)(1), (2), or (3) above; or
 - (2) by two or more persons falling within article 46(1)(4)(1), when taken together.
 - (5) a body corporate in which –
 - (1) the trustee or any connected person falling within articles 46(1)(1) to (3) has a substantial interest; or
 - (2) two or more persons falling within article 46(1)(5)(a) who, when taken together, have a substantial interest.
 - (6) Sections 350 - 352 of the Charities Act apply for the purposes of interpreting the terms used in this article.