

**THE JOINT NEUROSCIENCES COUNCIL**

**also known as**

**“JNC”**

Memorandum and Articles

of Association

Companies Acts 2006

A Company Limited by Guarantee

And Not Having a Share Capital

**THE COMPANIES ACT  
2006**

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**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE JOINT NEUROSCIENCES COUNCIL**

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**1. NAME**

The Charity's name is the "**Joint Neurosciences Council**" (also known as "**JNC**") (and in this document it is called "the Charity").

**2. REGISTERED OFFICE**

The Charity's registered office is to be situated in England.

**3. INTERPRETATION**

In these Articles:

the Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Association of the Charity;
Board	means the board of Trustees of the Charity;
clear days	in relation to the period of a notice means the 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;
executed	includes any mode of execution;
Members	means the members of the Charity having the right to vote at General Meetings;
Memorandum	means the Memorandum of Association of the Charity;
month	means a calendar month;
Office	means the registered office of the Charity;

these presents	means the Articles and the regulations of the Charity from time to time;
the seal	means the common seal of the Charity if it has one;
Representative	means a representative appointed by the Unincorporated Association to be its authorised representative at any meeting of Members or to be a trustee
Secretary	means the company secretary of the Charity (if one has been appointed) or any other person appointed to perform the duties of the company secretary of the Charity;
Trustee	means a member of the Board;
Unincorporated Association	means any unincorporated association, entity or organisation who is or becomes a Member;
the United Kingdom	means Great Britain and Northern Ireland;

Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of these Articles and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

#### **4. OBJECTS**

- 4.1. The improvement of education, research and clinical practice in the field of clinical neuroscience, for the improvement of care and general well-being of persons suffering from disorders of the nervous system, for the public benefit and the benefit of the community generally and in that connection:-
- (a) To stimulate education, training, recruitment, research and best practice in the clinical neuroscience specialties;
  - (b) To provide educational resources, including distance learning resources, in the field of clinical neuroscience;
  - (c) To identify issues common to clinical neuroscience practitioners and those engaged in clinical neuroscience research and practice, and to liaise with policy makers, planners, purchasers and providers of services in clinical neuroscience generally;
  - (d) To convene at conferences, seminars and meetings for representatives of the professions, voluntary organisations, government departments, statutory authorities and individuals and to bring together specialists of all types who man-

age people with neurological conditions in order to promote discourse and further the objects of the Charity;

- (e) To promote high quality care of patients with disorders of the nervous system. To work with patient groups and professionals of the health and social services, voluntary and other organisations and individuals having similar concerns in further care of the foregoing objects common to medical practitioners and those engaged in clinical neuroscience research; and
- (f) To promote the gathering, exchange and publication of information relating to clinical neuroscience and disorders of the nervous system.

## **5. POWERS**

In furtherance of the Objects set out above but not otherwise the Charity shall have the following powers:-

- 5.1. To establish, provide resources for, and manage research programs for the purpose of providing communities and organisations of medical science for which the Charity is established the support to improve the care and general well-being of persons suffering from disorders of the nervous system;
- 5.2. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of the Objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for the work of the Charity;
- 5.3. Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its Object;
- 5.4. To employ and remunerate such staff as are necessary to carry the work of the Charity;
- 5.5. To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and which shall further the Objects;
- 5.6. Subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit;
- 5.7. To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe to guarantee money for charitable purposes in any way connected with or calculated to further the Objects;
- 5.8. To co-operate with and support other organisations having similar objects to the Objects;
- 5.9. To accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trust or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which

they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;

- 5.10. To make grants, donations and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by any person, association, company local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Charity;
- 5.11. To raise funds for the Charity by personal or written appeals (whether periodical or occasional), public collections or otherwise as may from time to time be deemed expedient;
- 5.12. To carry out trade insofar as (a) the trade is exercised in the course of carrying out the Objects of the Charity or (b) the trade is temporary and ancillary to the carrying out of the Objects or (c) those profits of any trade exercised by the Charity which do not fall within either (a) or (b) above are not liable to tax;
- 5.13. To set up and hold the shares or ownership of any subsidiary companies, branches or local entities in any countries and to support such entities to the extent necessary in furtherance of the Objects;
- 5.14. To operate bank accounts in the name of the Charity and to draw make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- 5.15. To invest any moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.16. To make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- 5.17. To delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers (the "Managers") the exercise of all or any of its powers of investment provided always that:-
  - 5.17.1. the Managers shall be authorised to carry on regulated activities under the Financial Services and Markets Act 2000;
  - 5.17.2. the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;
  - 5.17.3. the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 30 days and to report regularly on the performance of investments managed by them;
  - 5.17.4. the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;

- 5.17.5. the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation; and
- 5.17.6. the Charity shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms; but otherwise shall not be liable for any acts and defaults of the Managers.
- 5.18. To permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- 5.19. To insure the Charity or any of its land, buildings and other assets against any foreseeable risk or loss;
- 5.20. To provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.21. To amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Charity;
- 5.22. Either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Charity;
- 5.23. To the extent permitted by charity law, to campaign or to support campaigns on any matter relevant to the Objects;
- 5.24. To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 5.25. To do such other things to further the attainment of the aforesaid Objects as the Trustees may from time to time determine.

## **6. LIMITED LIABILITY**

The liability of the Members is limited.

## **7. GUARANTEE**

Every Member undertakes to contribute such amount as may be required (not exceeding £1 (one Pound Sterling)) to the Charity's assets if it should be wound up while he is a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## **8. MEMBERSHIP**

- 8.1. The number of Members with which the Charity proposes to be registered is not less than thirteen.

- 8.2. The Charity shall maintain a register of Members.
- 8.3. The first Members shall be the subscribers to the Memorandum and thereafter such Members as the Board shall determine from time to time.
- 8.4. The classes of membership of the Charity are set out in the rules and bye laws of the Charity.
- 8.5. Every Trustee must be a Member or a Representative of a Member of the Charity.
- 8.6. A Trustee who ceases to be a Member for any reason shall immediately cease to be a Trustee.
- 8.7. The Board will have the sole right to determine whether an individual (whether a Representative or otherwise) qualifies for membership.
- 8.8. Membership shall not be transferable and a Member or a Representative (as the case may be) shall cease to be a Member:-
- 8.8.1. on death; or
  - 8.8.2. if by notice in writing to the Secretary the Member resigns as a Member or Trustee. The Member is deemed to have resigned when the letter of resignation is received at the Office; or
  - 8.8.3. by resolution of the Board passed by a majority of not less than 75% of the Trustees present and voting at the meeting of the Board convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting the resolution; or
  - 8.8.4. in the case of an unincorporated association dissolution or cessation of activity for a period of not less than 6 months.
- 8.9. An Unincorporated Association may only appoint one Representative or any one trustee to be a Member.
- 8.10. A Member may by notice in writing to the Trustees terminate the appointment of the Representative and appoint a new Representative in his or her place. The Trustees shall not be concerned as to the validity of the termination of the Representative or appointment of a new Representative.

## **9. SUBSCRIPTION**

All Members who are not individuals and unincorporated organisations who have appointed a Representative who is a member shall be liable to pay such subscription (if any) as may be set by the Board from time to time.

## **10. BENEFIT TO MEMBERS AND THE BOARD**

10.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Charity and no member of the Board shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity provided that:-

10.1.1. Members who are members of the Board may be paid interest at a reasonable rate on money lent to the Charity;

10.1.2. Members who are members of the Board may be paid a reasonable rent or hiring fee for property lent or hired to the Charity; or

10.1.3. save as provided in clause 10.2.

10.2. A member of the Board may not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:-

10.2.1. as mentioned in clauses 10.1.1 and 10.1.2;

10.2.2. for the reasonable charges for work undertaken by any Trustee who possesses specialist skills or knowledge required by the Charity for its proper administration, or by his firm, when instructed by the Charity to act on its behalf in relation to work of that nature, in which case such fees shall be identified in the notes to the accounts of the Charity: Provided that at no time shall a majority of the Trustees benefit under this provision and provided further that a Trustee shall withdraw from any meeting whilst his instruction or remuneration, or that of his firm, is under discussion;

10.2.3. reimbursement of reasonable out of pocket expenses incurred in the proper performance of their duties;

10.2.4. an indemnity in respect of any liabilities properly incurred in running the Charity (including the cost of a successful defence to criminal proceedings);

10.2.5. payment to any company for goods or services supplied to the Charity in which a member of the Board has no more than a 5% shareholding;

10.2.6. of reasonable and proper premiums in respect of Trustee Indemnity Insurance, effected in accordance with clause 5.23 above.

PROVIDED ALWAYS that nothing in this Article 10 shall operate to prevent a person receiving an award, bursary or prize for any essay or research project undertaken by him at the invitation or request of the Charity.

- 10.3. Whenever a member of the Board or any committee of the Board has a personal interest in a matter to be discussed at a meeting, such member of the Board or committee concerned must:-
- 10.3.1. declare their interest in writing at or before the discussion begins on the matter;
  - 10.3.2. withdraw from the meeting during consideration of that item unless expressly invited to remain in order to provide information;
  - 10.3.3. Not be counted in the quorum for that part of the meeting;
  - 10.3.4. Withdraw during the vote and have no vote on the matter.
- 10.4. This clause 10 may not be amended without the prior written consent of the Charity Commission.

## **11. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- 11.1. If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation whether an Unincorporated Association of which he or she is a Representative or otherwise, 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:
- 11.1.1. 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;
  - 11.1.2. 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
  - 11.1.3. the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- 11.2. 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.

## **12. GENERAL MEETINGS**

- 12.1. The first general meeting of the Charity shall be held at such time not being more than 18 months after the incorporation of the Charity and at such place as the Board may determine.
- 12.2. Subject to Article 12.1 the Charity shall in each year hold a general meeting referred to as the Annual General Meeting in addition to any other meetings in that Year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.
- 12.3. All General Meetings other than Annual General Meetings shall be called General Meetings. The Board may call General Meetings and, on the requisition of Members in accordance with the provisions of the Act, shall within 14 days from the

date of the deposit of the requisition convene a General Meeting for a date not later than eight weeks after the deposit of the requisition.

- 12.4. If there are not within the United Kingdom sufficient Members to convene a General Meeting, any Member may convene a General Meeting.

### **13. NOTICE OF GENERAL MEETINGS**

- 13.1. An Annual General Meeting and all other General Meetings shall be called by at least 14 clear days' notice (unless otherwise required by law) save that a General Meeting may be called by shorter notice if it is so agreed:

13.1.1. in the case of an Annual General Meeting, by at least 75% the Members entitled to attend and vote at such meeting; and

13.1.2. in the case of any other meeting by a majority in number of Members having a right to attend and vote at such a meeting, being a majority together holding not less than 51% of the total voting rights at that meeting of all the Members.

- 13.2. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Members, Associates and auditors of the Charity (if any).

### **14. PROCEEDINGS AT GENERAL MEETINGS**

- 14.1. No business shall be transacted at any General Meeting unless a quorum is present. 30% of the persons entitled to attend and vote upon the business to be transacted or 3 Members (whichever is greater), each being a Member or acting by a Representative, shall constitute a quorum. If the total number of Members entitled to vote is less than the quorum required, the Members shall not take any decision other than to appoint further members or call a General Meeting to enable additional members to be further appointed.

- 14.2. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.

- 14.3. The President of the Board or in his absence some other Trustee nominated by the Board shall preside as President of the meeting, but if neither the Chairman nor such nominated Trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the other Trustees present shall elect one of their number to be chairman.

- 14.4. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

- 14.5. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the

general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 14.6. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
  - 14.6.1. by the Chairman of the meeting; or
  - 14.6.2. by at least two Members present in person or by proxy.
- 14.7. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 14.8. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 14.9. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.10. A poll demanded by the Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

## **15. WRITTEN RESOLUTIONS**

- 15.1. 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:
  - 15.1.1. a copy of the proposed resolution has been sent to every eligible member;
  - 15.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 15.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 15.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 15.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.

**16. VOTES OF MEMBERS**

- 16.1. Every Member shall have one vote.
- 16.2. No Member or Representative shall debate or vote on any matter in which he is personally interested without the permission of all of the persons present and voting.
- 16.3. Any Member of the Charity entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or Representative or not) as his proxy to attend and vote (by show of hands or poll) instead of him.
- 16.4. The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Board may approve:

**THE JOINT NEUROSCIENCES COUNCIL**

I [Member's name and address] being a Member of the above-named company hereby appoint

[name and address of proxy holder] or failing him,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Annual/Adjourned] General Meeting of the Charity to be held on the ..... Day of ..... and any adjournment thereof.

Signed [name] this                      day of

- 16.5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 16.6. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 16.7. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

**17. THE BOARD**

- 17.1. The Board shall comprise of not less than 4 Trustees (unless otherwise determined by Ordinary Resolution) who shall be the President, the Secretary, the

Treasurer, and the Past President or President-elect in alternate years who shall be the directors of the Charity for the purposes of the Act.

- 17.2. Future members of the Board (who shall be Members or Representatives) shall be appointed as provided subsequently in these Articles.
- 17.3. Except to the extent permitted by Clause 10.2, no member of the Board shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.
- 17.4. The Trustees may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 17.5. A Representative may be a trustee but shall resign as a trustee in the event that his or her appointment as a Representative or a Member is terminated in accordance with Article 8.9.

## **18. POWERS OF THE BOARD**

- 18.1. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do so on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by statute or by these present required to be exercised by the Charity in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 18.2. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they may determine.
- 18.3. The Board shall have the power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and the affairs thereof; as to prescribing conditions of membership and the rights and privileges of Members; as to the duties of any officers or servants of the Charity; as to the conduct of the business of the Charity by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
- 18.4. The Board and the Charity in General Meeting shall have the power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

## **19. RULES / BYE LAWS**

- 19.1. 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

- 19.2. 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.
- 19.3. The rules or bye laws may regulate the following matters but are not restricted to them:
- 19.3.1. the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members;
  - 19.3.2. the invitation to unincorporated associations who are not members to attend General Meetings or other meetings of the Charity provided that they or their Representative may not vote at any such General Meeting or other meeting;
  - 19.3.3. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - 19.3.4. the procedure at general meeting and meetings of the Directors insofar as such procedure is not regulated by the Act or by these Articles;
  - 19.3.5. generally, all such matters as are commonly the subject matter of company rules.
- 19.4. The charity in general meetings has the power to alter, add to or repeal the rules or bye laws.
- 19.5. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of all of the members of the Board of Trustees.

## **20. APPOINTMENT AND RETIREMENT OF TRUSTEES**

- 20.1. New Trustees shall be appointed by the Members in a general meeting and shall be eligible for re-appointment at the expiry of his term of office. No person shall be appointed or reappointed a Trustee:- unless he has attained the age of 18 years; or in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 21. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.
- 20.2. Subject as aforesaid, a Trustee who retires may, if willing to act, be reappointed.
- 20.3. Subject to Articles 21.1 and 21.2, Trustees shall serve in office for a term of up to four years and thereafter may be reappointed in accordance with this Article 20.2.

## **21. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 21.1. A Trustee shall cease to hold office if he:-
- 21.1.1. ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act

1993 (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Trustees;

- 21.1.2. ceases to be a Member
- 21.1.3. is removed by resolution of the Board in accordance with Article 8.7.3;
- 21.1.4. is considered by the remaining members of the Board to have become incapable by reason of mental disorder, illness or injury of managing and administering his own affairs for such extent and for such period as shall render him incapable of properly attending to his duties as a Trustee;
- 21.1.5. resigns his office by notice to the Charity (but only if at least the minimum number of Trustees permitted under Article 17.1 will remain in office when the notice of resignation is to take effect);
- 21.1.6. is absent without the permission of the Board from three consecutive Board meetings and the Board resolve that his office be vacated;
- 21.1.7. if a Trustee is an officer representative or trustee, a Member which is an Unincorporated Association and either ceases to be an officer or a representative of such Unincorporated Association or entity he shall henceforth cease to hold office as a Trustee forthwith
- 21.1.8. shall have acted as trustee for a period or periods in aggregate exceeding 8 years

In addition and without prejudice to the provisions of Section 168 and 169 of the Companies Act 2006, the Charity may by Special Resolution remove any Trustee before the expiration of his period of office including but without limitation any trustee who shall have ceased to hold office under this Article 21 but shall have failed to resign as trustee and may by an ordinary Resolution appoint another person in his stead but any person to be appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

## **22. PROCEEDINGS OF THE BOARD**

- 22.1. Subject to the provisions of the Articles, Board meetings shall be held not less than 2 times per year for the despatch of business, and may adjourn and otherwise regulate their proceedings as they think fit. Any Trustee may, and the Secretary at the request of a Trustee, shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 22.2. The quorum or the transaction of the business of the Board may be fixed by the Board but in the absence of any such resolution a quorum shall be constituted when there are at least one third of the Trustees in attendance in person or by electronic means.
- 22.3. The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

- 22.4. The President shall be the Chairman of the Board but if the President shall be unwilling to accept office as Chairman of the Board, the Trustees shall from time to time nominate a Chairman of the Board and may at any time remove him from that office. Notice of such nomination shall be given to the Secretary. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within thirty minutes after the time appointed the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting
- 22.5. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:-the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number); the composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
- 22.5.1. the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary;
- 22.5.2. all delegations under this Article shall be revocable at any time;
- 22.5.3. the Board may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
- 22.5.4. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote;
- 22.5.5. A resolution in writing, signed by all the Trustees for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held
- 22.6. Trustees and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of internet or similar electronic communication medium so that all persons participating in the meeting can both see and hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

## **23. RECORDS OF TRUSTEES' DECISIONS**

The trustees shall ensure records are made of their decisions and kept for at least 10 years in accordance with the Companies Act 2006.

## **24. RECORDS, RETURNS, ACCOUNTING AND REPORTING**

- 24.1. Records of general meetings and of all resolutions of the members, whether passed at meetings or as written resolutions, shall be made and kept for at least ten years in accordance with the applicable provisions of the Companies Act 2006.
- 24.2. The Company shall make a company annual return to the Registrar of Companies each year as required by the Companies Act 2006 and applicable associated regulations.
- 24.3. The Company shall make a charity annual return to the Charity Commission each year as required by the 2011 Act and applicable associated regulations.
- 24.4. The Company shall keep day to day accounting records as required for a charitable company by the Companies Act 2006, the 2011 Act and applicable associated regulations.
- 24.5. Annual accounts and reports shall be prepared and approved by the Trustees as required for a charitable company by the Companies Act 2006, the 2011 Act and applicable associated regulations.
- 24.6. If required by law, auditors or independent examiners must be appointed and the annual accounts audited or independently examined in accordance with applicable provisions of the Companies Act 2006, the 2011 Act and relevant associated regulations.
- 24.7. Copies of the annual accounts and reports shall be circulated to the members of the Company and any other persons entitled to receive copies under the provisions of the Companies Act 2006.
- 24.8. The annual accounts and reports shall be filed with the Registrar of Companies, and, if required by law, also with the Charity Commission, within nine months of the end of the financial year

## **25. MEANS OF COMMUNICATION TO BE USED**

- 25.1. Subject to the provisions of these Articles, anything sent or supplied by or to the Company under these 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 Company. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person in electronic form by being made available on a website.
- 25.2. Without prejudice to the generality of Article 26.1 a notice may be given by the Company to any member of the Board of Trustees either personally or by sending it by post to him or her or to his or her registered address, or (if he or she has no registered address within the United Kingdom or Eire) to the address, if any, within the United Kingdom or Eire supplied by him or her to the Company for the giving of notice to him or her. Where a notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post. A Member present, either in person or by proxy, at any meetings

of the Board of Trustees shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 25.3. Subject to the provisions of these 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.
- 25.4. A Trustee may agree with the Company that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## **26. OFFICERS**

Subject to the provisions of the Act and to Article 11, the Board may, in addition to the President, appoint a President elect, Immediate past president, Treasurer and a Secretary.

## **27. MINUTES**

- 27.1. The Board shall keep minutes in books kept for the purpose:-
  - 27.1.1. of all appointments of officers made by the Board; and
  - 27.1.2. of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

## **28. THE SEAL**

The Charity shall not be required to have a seal however if the Board determine to have a seal then the seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

## **29. BANK ACCOUNTS**

Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. The Trustees shall from time to time establish authorisation and payment limits for signatories authorised to sign cheques or approve orders for payment from the Charity's bank accounts for use by duly authorised staff for the payment of operational expenses.

## **30. ACCOUNTING RECORDS**

- 30.1. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
- 30.2. The Board shall lay before the Annual General Meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and

balance sheets shall be accompanied by a report of the Board as to the state of affairs of the Charity and shall otherwise comply with the provisions of the Act. Copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed to or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Charity.

### **31. AUDIT**

The Charity may appoint auditors if determined by the Trustees and shall do so if required in accordance with the requirements of the Act and the Charities Act 2011 (as amended).

### **32. ANNUAL REPORT AND ANNUAL RETURN**

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

### **33. NOTICES**

- 33.1. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
- 33.2. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A Member whose recorded address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
- 33.3. If notice is sent electronically then if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and if notice is sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 33.4. A Member present in person at any meeting of the Charity shall be deemed to have received notices of the meeting and, where necessary, of the purposes for which it was called.
- 33.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted.
- 33.6. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

### **34. INDEMNITY**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### **35. WINDING UP**

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Charity and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 10 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.