

**Company Number: 05772999 (a Company Limited by Guarantee)**

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**ARTICLES OF ASSOCIATION**  
**GENETIC ALLIANCE UK LIMITED**  
**(Registered Charity No.1114195 & SC039299)**

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**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**Articles of Association of Genetic Alliance UK Limited**

**1. Interpretation**

In these Articles:-

- 1.1 "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity.
- 1.2 "address" means a postal address or, for the purposes of electronic communication, a fax number, or an e-mail address in each case registered with the Charity.
- 1.3 "Appointed Trustee" means a trustee appointed by the Board under Article 20.2.1.
- 1.4 "Articles" means the Charity's articles of association.
- 1.5 "Board" means the board of Trustees of the Charity.
- 1.6 "the Charity" means the company regulated by these Articles as registered with the Charity Commission of England & Wales (Reg charity No. 1114195) and in Scotland (Reg No.SC039299).
- 1.7 "the Chair" or "Vice Chair" means the Chair or Vice-Chair of Trustees appointed in accordance with Article 20.10.
- 1.8 "clause" means an individual Article of these Articles.
- 1.9 "clear days" in relation to the period of a notice means a period excluding:-
- 1.9.1 the day when the notice is given or deemed to be given; and
- 1.9.2 the day for which it is given or on which it is to take effect.
- 1.10 "the Commission" means the Charity Commission for England and Wales.
- 1.11 "Companies House" means the United Kingdom's registrar of companies, an executive agency of Her Majesty's Government.
- 1.12 "Co-Opted Trustee" means a trustee co-opted under Article 20.5.
- 1.13 "Elected Trustee" means a trustee elected by the members under Article 20.2.2.
- 1.14 "member" means any member of the Charity who has subscribed to the Memorandum or who is subsequently admitted as a member of the Charity by the Trustees in accordance with the provisions of these Articles and who has not ceased to be a member pursuant to Article **Error!**

**Reference source not found.** and the expressions, 'members' and 'membership' shall be construed accordingly.

- 1.15 "the Memorandum" means the memorandum of association of the Charity. "Officer" means a person elected by the Board to hold the position of Chair, Vice-Chair, Treasurer and/or other position held by a Trustee on the Board.
- 1.16 "OSCR" means the Scottish Charity Regulator.
- 1.17 "the seal" means the common seal of the Charity if it has one.
- 1.18 "Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.
- 1.19 "Standing Orders" means the rules of the Charity as produced from time to time by the Trustees in accordance with Article 32.
- 1.20 "the Trustees" means the trustees of the Charity who constitute the Board. The Trustees are charity trustees as defined by Section 177 of the Charities Act 2011.
- 1.21 "Treasurer" means the Treasurer of the Charity appointed in accordance with Article 20.10.
- 1.22 "the United Kingdom" means Great Britain and Northern Ireland.
- 1.23 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.24 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 1.25 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.
2. The company's name is **Genetic Alliance UK Limited** (and in this document it is called 'the Charity').
3. The registered office of the Charity is situated in England and Wales.
4. The Charity's objects (the Objects) for the public benefit are:-
- (a) to relieve persons affected by a genetic, and/or rare and/or undiagnosed conditions;
  - (b) to advance the education of the public concerning genetic, and/or rare and/or undiagnosed conditions in such ways as the Trustees of the Charity think fit.
5. **Powers**

The Charity has the power to do anything which is calculated to further its Objects or which may be conducive or incidental to doing so (but not for any other purpose). In particular, the Charity has the power to:-

- 5.1 act as an umbrella group to voluntary organisations which are concerned with genetic, and/or rare and/or undiagnosed conditions;
- 5.2 advise and support members on any matters within the Objects;
- 5.3 discuss matters of mutual concern both within groups of the Charity and with outside agencies;
- 5.4 provide a national reference point for organisations and individuals concerned with genetic conditions;
- 5.5 represent the members and families' interests with outside agencies;
- 5.6 provide a national voice for the problems experienced by families as a result of genetic conditions;
- 5.7 promote and advertise the Charity's activities;
- 5.8 promote, encourage or undertake research and disseminate the results of such research;
- 5.9 produce, print and publish anything in written, oral, visual or in any other medium in furtherance of the Objects;
- 5.10 approach and discuss with central and local government, educational bodies, commerce, industry, financial organisations and the like, problems experienced by people with genetic conditions with a view to alleviating these problems;
- 5.11 monitor the effectiveness of current statutory provision and promote the development of genetic services;
- 5.12 to gather and discuss information, statistics and similar information on the care, treatment and quality of life of people with genetic conditions;
- 5.13 promote awareness of genetic conditions amongst the public, medical professionals and care providers;
- 5.14 raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise;
- 5.15 to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Charity or the trade is temporary and ancillary to the carrying out of the Objects of the Charity;
- 5.16 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.17 sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.18 nothing in the articles shall authorise an application of the property of the charity for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.
- 5.19 borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124 -126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.20 co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.21 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.22 acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity with similar objects to that of the Charity;
- 5.23 open and operate banking accounts and other banking facilities;
- 5.24 enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Charity's Objects;
- 5.25 insure any risks arising from the Charity's activities;
- 5.26 promote and support such legislative social and administrative reforms as may assist the Objects of the Charity or any of them;
- 5.27 set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.28 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 6 and provided it complies with the conditions in that Article;
- 5.29 to:-
  - 5.29.1 deposit or invest funds;
  - 5.29.2 employ a professional fund-manager; and
  - 5.29.3 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;
- 5.30 to provide indemnity insurance for the Trustees in accordance with and subject to the conditions in section 189 of the Charities Act 2011;
- 5.31 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- 5.32 to do all such other lawful things as are necessary for the achievement of the Objects.

## 6. **Application of Income and Property**

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2 A 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 when acting on behalf of the Charity.

6.3 Subject to Article 5.30, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

6.4 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:-

6.4.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

6.4.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

## 7. **Benefits and Payments to Charity Trustees and Connected Persons**

### 7.1 **General Provisions**

No Trustee or connected person may:-

7.1.1 buy goods or services from the Charity;

7.1.2 sell goods, services or any interest in land to the Charity;

7.1.3 be employed by or receive any remuneration from the Charity; or

7.1.4 receive any other financial benefit from the Charity;

unless the payment or transaction is previously and expressly authorised in writing by the Commission and/ or OSCR where applicable.

7.2 In this Article 7:

7.2.1 a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7.2.2 "Charity" shall include any company in which the Charity:-

7.2.2.1 holds more than 50% of the shares; or

7.2.2.2 controls more than 50% of the voting rights attached to the shares; or

7.2.2.3 has the right to appoint one or more Trustees to the board of the company.

7.2.3 "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his partner.



## 8. **Amendments to the Articles of Association**

- 8.1 No alterations to the Articles of Association may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles of Association may only be made by special resolution.
- 8.2 For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members having the right to vote agree.
- 8.3 The Commission, OSCR and Companies House must be informed of any alterations and all future copies of the Articles of Association issued must contain the alterations.

## 9. **Liability of Members**

The liability of the members of the Charity is limited.

## 10. **Constitution of the Charity; Rights of Inspection by Members**

- 10.1 The Charity is established for the Objects under Article 4.
- 10.2 A current copy of:-
- 10.2.1 the Articles of Association, and/ or
  - 10.2.2 the Standing Orders in relation thereto shall be supplied by the Charity to a member within two months of receiving a request in writing from that member and upon payment of a reasonable fee as may be determined at the discretion of the Trustees from time to time.
- 10.3 A copy of the Charity's latest statement of accounts together with the register of members shall be made available for inspection at the Charity's registered office.

## 11. **Members**

- 11.1 The subscribers to the Memorandum are the first members of the Charity.
- 11.2 The number of members of the Charity is unlimited.
- 11.3 The Trustees may set a code of conduct for members of the Charity, which must be set out in writing and provided to the membership (the **Member Code of Conduct**) This will form part of the Standing Orders of the Charity under Article 32.
- 11.4 Other than where a Trustee becomes a member on becoming a Trustee, membership is open to individuals and patient organisations and not-for-profit groups, whether corporate or unincorporated, associated with genetic conditions and interested in furthering the work of the Charity who:-
- 11.4.1 apply to the Charity in the form required by the Trustees;
  - 11.4.2 meet the Membership Criteria as set by the Trustees, being a minimum set of requirements to apply for membership of the Charity which must be set out in writing

and available to anyone seeking to apply for membership (and will form part of the Charity's Standing Orders);

- 11.4.3 agree to the Member Code of Conduct; and
- 11.4.4 are approved by the Trustees.
- 11.5 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application or because the applicant does not meet the Membership Criteria.
- 11.6 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 11.7 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 11.8 Where a Member Code of Conduct is in place, existing members of the Charity may be requested to agree to the Member Code of Conduct as part of any membership renewal process or in order to continue to be a member of the Charity.
- 11.9 Membership is not transferable to anyone else.
- 11.10 The Trustees must keep a register of names and addresses of the members.

## 12. **Classes of Membership**

- 12.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 12.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 12.3 The rights attached to a class of membership may only be varied if:-
  - 12.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 12.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 12.4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## 13. **Termination of Membership**

Membership is terminated if

- 13.1 the member dies or, if it is an organisation, it ceases to exist;
- 13.2 the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;

- 13.3 where a person is a member because they were appointed as a Trustee of the Charity, their Trusteeship ends or is terminated;
- 13.4 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 13.5 the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his membership is terminated. A resolution to remove a member from membership may only be passed if:-
- 13.5.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- 13.5.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
14. **General meetings**
- 14.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 14.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. **Notice of General Meetings**
- 15.1 The Trustees may call an extraordinary general meeting at any time.
- 15.2 The minimum periods of notice required to hold a general meeting of the Charity are:-
- 15.2.1 twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- 15.2.2 fourteen clear days for all other extraordinary general meetings.
- 15.3 A general meeting may be called by shorter notice if it is so agreed:-
- 15.3.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 15.3.2 in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights.
- 15.4 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.

- 15.5 The notice must be given to all the members, Trustees and auditors of the Charity.
- 15.6 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.
16. **Proceedings at General Meetings**
- 16.1 No business shall be transacted at any general meeting unless a quorum is present.
- 16.2 A quorum is:-
- 16.2.1 twelve members entitled to vote upon the business to be conducted at the meeting;  
or
- 16.2.2 one tenth of the total membership at the time whichever is the greater.
- 16.3 Each member entitled to attend and vote at a general meeting of the Charity shall be entitled to be represented by a member's representative.
- 16.4 The authorised member's representative shall be counted in the quorum.
- 16.5 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 in question shall be adjourned to such time and place as the Trustees shall determine.
- 16.6 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.
- 16.7 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 at that time shall constitute the quorum for that meeting.
- 16.8 General meetings shall be chaired by the Chair, Vice-Chair or other Trustee who has been appointed to chair meetings of the Trustees.
- 16.9 If there is no such person or he is not present within ten minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- 16.10 If there is only one Trustee present and willing to act, he shall chair the meeting.
- 16.11 If no Trustee is present and willing to chair the meeting within ten minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 16.12 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 16.13 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.
- 16.14 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.

- 16.15 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.
- 16.16 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:-
- 16.16.1 by the person chairing the meeting; or
- 16.16.2 by at least two members having the right to vote at the meeting; or
- 16.16.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 16.17 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 16.18 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.
- 16.19 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.
- 16.20 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the withdrawal.
- 16.21 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.
- 16.22 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.23 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.24 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.
- 16.25 The poll must be taken within thirty days after it has been demanded.
- 16.26 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.
- 16.27 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 16.28 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have.
- 16.29 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it

had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**17. Votes of Members**

17.1 Subject to Articles 16.28 and 17.2, every member, whether an individual or an organisation shall have one vote.

17.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.

17.3 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.

17.4 Any member of the Charity may nominate any person to act as his representative at any meeting of the Charity.

17.5 The member must give written notice to the Charity of the name of the representative. The nominee shall not be entitled to represent the member at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the member until written notice to the contrary is received by the Charity.

17.6 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the member or that his authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

**18. Trustees**

18.1 A Trustee must be a natural person aged 18 years or older.

18.2 No one may be appointed a Trustee if he would be disqualified from acting under the provisions of Article 22.

18.3 The number of Trustees shall be not less than three and no more than twelve.

18.4 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness.

18.5 A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

18.6 All appointments, retirements or removals of Trustees must be notified to the Commission, OSCR and Companies House.

**19. Powers of Trustees**

19.1 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 Act, these Articles or any special resolution.

19.2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

## 20. **Appointment of Trustees**

- 20.1 The Charity may by ordinary resolution appoint a person who is willing to act as a Trustee or follow the process at Article 20.2.1 or 20.5.
- 20.2 Subject to the continuing terms of those Trustees in office at the date of adoption of these Articles (including where those Trustees retire by rotation) and Article 20.5, the Board of the Charity shall be made up of the following:
- 20.2.1 Up to 3 persons appointed by decision of the Board who need not be members of the Charity. In making such appointments, the Board must consider the desirability of diversifying the skills, experience and backgrounds of the members of the Board (**Appointed Trustees**);
- 20.2.2 Up to 9 persons appointed by the members of the Charity by ordinary resolution (**Elected Trustees**). To be eligible to be elected as an Elected Trustee, not less than thirty five nor more than fifty five clear days before the date of the meeting, the Charity must be given a notice that:-
- 20.2.2.1 is signed by a member entitled to vote at the meeting;
  - 20.2.2.2 states the member's intention to propose the appointment of a person as a Trustee;
  - 20.2.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
  - 20.2.2.4 is signed by the person who is to be proposed to show his willingness to be appointed.
- 20.3 A person nominated under Article 20.2 must be eligible to be a director and charity trustee under company and charity law respectively.
- 20.4 All members who are entitled to receive notice of a general meeting must be given not less than twenty one clear days' notice of any resolution to be put to the meeting to appoint an Elected Trustee other than a Trustee who is to retire by rotation.
- 20.5 The Trustees may co-opt any person willing to act as a Trustee to fill a casual vacancy on the Board, provided that in doing so they consider, (i) in the case of a vacancy for an Appointed Trustee, the aims that the Trustees must consider set out at Article 20.2.1, and (ii) in the case of a vacancy for an Elected Trustee, the need to make an appointment that as far as reasonably possible reflects the make-up of the membership (a **Co-Opted Trustee**). Any such persons shall hold office only until the next annual general meeting when they may stand for election as an Elected Trustee or be appointed as an Appointed Trustee if they meet the eligibility criteria.
- 20.6 A Trustee appointed by a resolution of the Trustees in accordance with Article 20.5 must not be taken into account in determining the Trustees who are to retire by rotation.
- 20.7 For the avoidance of doubt, the period of time served by a person appointed under Article 20.5 shall not count for the purposes of determining the duration of office of Trustee under Article 21 which shall only apply with effect from the date that a co-opted Trustee is subsequently elected at a general meeting or appointed.

- 20.8 The appointment of a Trustee, whether by the Charity in general meeting or by the Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- 20.9 Upon becoming a Trustee (whether Independent, Co-Opted or Elected), a Trustee shall become a member of the Charity (if they are not already).
- 20.10 Subject to the provision of Articles 21.3 and 21.5, the Trustees may elect from their number a Chair, Vice-Chair, Treasurer or other Officer as they see fit. The Trustees may at any time revoke the appointment of the Chair, Vice-Chair, Treasurer and/ or other Officer. Any such appointment made by the Trustees shall terminate in accordance with the provisions of Article 22 as or when applicable.

## 21. **Retirement of Trustees**

- 21.1 A Trustee shall be appointed for a term not exceeding three years and he shall retire at the third annual general meeting following the date of his appointment.
- 21.2 Subject to Articles 21.3 and 21.5, a person retiring from office as Trustee of the Charity shall be eligible for re-election for a second term in office. Only in the circumstances set out at Article 21.3 shall a Trustee be eligible for re-election (subject to Article 21.5).

21.3 No Trustee shall serve for a consecutive period of more than six years unless:

- 21.3.1 at the end of this consecutive period of six years, he is then appointed to fill a particular role as an Officer pursuant to Article 20.10. A Trustee can only occupy an officer role for a maximum period of six years after which the Trustee in question may, if appointed, occupy a different role as an Officer, but he may not revert subsequently to a role that he has previously occupied as an Officer.

At the end of his term as an Officer, unless reappointed for a second term in the same role or to fill a different role as an Officer, the Trustee shall be eligible for election as a Trustee for a single further term of three years after which he shall be obliged to retire.

- 21.3.2 Special circumstances have arisen which mean that it is in the charity's best interests to allow for a retiring Trustee to serve for one further final three year term (such as the need to retain a specific skillset or competence of the Trustee in question).

21.4 If a Trustee retires at an annual general meeting by a provision of these Articles, the retirement shall take effect upon the conclusion of the meeting.

21.5 A Trustee who retires from the Board pursuant to Articles 21.3 shall not be eligible to be co-opted or to stand for re-election as a Trustee for a period of twelve months following the date of his retirement.

## 22. **Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he:-

- 22.1 ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;



- 22.2 is disqualified from acting as a Trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of these provisions);
- 22.3 ceases to be a member of the Charity (or the appointed representative of a member of the Charity);
- 22.4 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, he has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 22.5 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 22.6 is removed by resolution of the Trustees at a meeting of the Trustees at which at least half of the Trustees providing that he be removed from office. Such a resolution shall not be passed unless he has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his option) being heard by or of making written representations to the Trustees; or
- 22.7 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his office be vacated.

### 23. **Trustees' Remuneration**

The Trustees must not be paid any monies unless it is authorised in accordance with the provisions of Article 6.

### 24. **Proceedings of Trustees**

- 24.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 24.2 Any Trustee may call a meeting of the Trustees.
- 24.3 The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 24.4 Questions arising at any meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 24.6 Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 24.7 The quorum shall be five or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 24.8 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.

- 24.9 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.
- 24.10 The Chair, or in his absence the Vice-Chair, or in their absence another Trustee nominated by the Trustees shall preside as chair of each meeting.
- 24.11 If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 24.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him by the Trustees.
- 24.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees and to vote upon the resolution or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 24.14 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 24.15 A Trustee must absent himself from any discussions of the Board of Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 24.16 All acts done by a meeting of Trustees, or of a sub-committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:-
- 24.16.1 who was disqualified from holding office;
- 24.16.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 24.16.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without counting 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.
- 24.17 Article 24.16 does not permit a Trustee to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a sub-committee of Trustees if, but for Article 24.16 the resolution would have been void, or if the Trustee has not complied with Article 24.15.
- 24.18 The Trustees appoint the Secretary. They decide his period of office, pay (if not a Trustee) and conditions of service. They may also remove the Secretary. Any Secretary who is paid may not also be a Trustee.
- 24.19 The Act says that some actions must be taken both by a Trustee (a director) and by the Secretary. If one person is both a Trustee and the Secretary, it is not enough for him to do the action first as a Trustee and then as Secretary.

25. **Delegation**

25.1 The Trustees may delegate any of their powers or functions to a sub-committee which must include at least two Trustees (and such other persons as the Trustees may decide to appoint to the committee who need not be Trustees of the Charity), but the terms of any delegation and the composition of any committee must be recorded in the minute book.

25.2 The Trustees may impose conditions when delegating, including (but not limited to) the conditions that:-

25.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

25.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

25.3 The Trustees may revoke or alter a delegation as they see fit in the best interests of the Charity.

25.4 All acts and proceedings of any sub-committees must be fully and promptly reported to the Trustees.

26. **Seal**

If the Charity has a seal it must only be used by the authority of the Trustees or of a sub-committee of Trustees authorised by the Trustees. 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.

27. **Minutes**

The Board of Trustees must keep minutes of all:-

27.1 appointments of Officers made by the Trustees;

27.2 proceedings at meetings of the Charity;

27.3 meetings of the Trustees and sub-committees of Trustees including:-

27.3.1 the names of the Trustees present at the meeting;

27.3.2 the decisions made at the meetings; and

27.3.3 where appropriate the reasons for the decisions.

28. **Accounts**

28.1 The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and 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.

28.2 The Trustees must keep accounting records as required by the Act.

29. **Annual Report and Return and Register of Charities**

29.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:-

29.1.1 transmission of the statements of account to the Charity;

29.1.2 preparation of an annual report and its transmission to the Commission;

29.1.3 preparation of an annual return and its transmission to the Commission.

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

29.3 Any notice to be given to or by any person pursuant to the Articles must be:-

29.3.1 in writing; or

29.3.2 given using electronic communications.

30. **Notice**

30.1 The Charity may give any notice to a member either:-

30.1.1 by serving it on the member personally; or

30.1.2 by sending it by post in a prepaid envelope addressed to the member at his address; or

30.1.3 by leaving it at the address of the member; or

30.1.4 by giving it using electronic communications to the member's address.

30.2 A member who does not register a full valid 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.

30.3 A member present in person or by a representative 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.

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

30.5 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

30.6 A notice shall be deemed to be given:-

30.6.1 48 hours after the envelope containing it was posted by First Class Post; or

30.6.2 in the case of an electronic communication, 48 hours after it was sent.

30.6.3 in the case of personal service under Article 30.1.1 or 30.1.3, on the day that such notice was served, or left at the address.

### 31. **Indemnity**

The Charity shall indemnify every Trustee or other officer of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or other officer or in which the Trustee or other officer is acquitted or in connection with any application in which relief is granted to the Trustee or other officer by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### 32. **Standing Orders**

32.1 The Trustees may from time to time make such reasonable and proper rules in the form of Standing Orders as they may deem necessary or expedient for the proper conduct and management of the Charity.

32.2 The Standing Orders may regulate the following matters but are not restricted to them:-

32.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members (including the Membership Eligibility Criteria);

32.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers (including the Member Code of Conduct);

32.2.3 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;

32.2.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;

32.2.5 generally, all such matters as are commonly the subject matter of standing orders.

32.3 The Charity in general meeting has the power to alter, add to or repeal Standing Orders.

32.4 The Trustees must adopt such means as they think sufficient to bring the Standing Orders to the notice of members of the Charity.

32.5 Standing Orders shall be binding on all members of the Charity. No Standing Order shall be inconsistent with, or shall affect or repeal anything contained in the Articles. In the event that a Standing Order or any part thereof is inconsistent with the Articles, the Articles shall prevail.

### 33. **Disputes**

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these Articles and the dispute cannot be resolved

by agreement, the parties to the dispute must first attempt in good faith to settle the dispute by mediation before resorting to litigation.

**34. Dissolution**

34.1 Every member promises, if the Charity is dissolved while he is a member or within twelve months after he ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him towards the payment of the debts and liabilities of the Charity incurred before he ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

34.2 The members of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or where provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:-

34.2.1 directly for the Objects; or

34.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

34.2.3 to any charity for use for particular purposes that fall within the Objects;

34.3 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:-

34.3.1 directly for the Objects; or

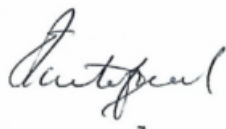
34.3.2 by transfer to any charity or charities for purposes similar to the Objects; or

34.3.3 to any charity or charities for use for particular purposes that fall within the Objects.

34.4 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission and/ or OSCR where applicable.

34.5 In this Clause 34 and throughout this document, a 'charitable purpose' is a purpose that is regarded as charitable in accordance with the law of England & Wales and the term 'charitable' is to be interpreted in accordance with the law of England & Wales.

Approved by vote at Annual General Meeting on 12 September 2023



Signed by Elizabeth Porterfield, Chair: