

9 May 2023

Dear Member,

## Notice of a General Meeting of Members, 17 May 2023, 4.30pm

I am writing to invite you to attend a General Meeting of Members to be held at the Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, in the ESRC Boardroom, at 4.30pm.

Please find enclosed the Agenda for this meeting. The Articles have been updated and modernised to allow for hybrid meetings, to clarify trustees are automatically Members and to provide clarification of the process for all trustee appointments.

If you are unable to attend the meeting, please could you play your part by voting on the resolution by way of the enclosed Proxy Form.

A copy of these papers along with any additional updates to the agenda and a copy of the proposed new Articles of Association (with tracked changes) can be found online at <https://epilepsysociety.org.uk/gm#gm>.

Thank you for your support.

Yours faithfully,



**Angela Alabi**  
Company Secretary



**EPILEPSY SOCIETY**

*(Registered in England and Wales with company number 00492761)*

**NOTICE OF 2023 GENERAL MEETING**

**On 17 May 2023 at 4.30pm**

Notice is hereby given that a General Meeting of Epilepsy Society (the "Society") will be held in the ESRC Boardroom, Epilepsy Society, Chesham Lane, Chalfont Saint Peter, Buckinghamshire, SL9 0RJ on 17 May 2023 at 4.30pm for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

**Agenda**

1. To receive and adopt the Articles of Association produced to the meeting as the new Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association of the Company.



### Proxy Form

I/We (name in full) .....

Of .....

hereby appoint the Chairman of the Meeting or ..... (delete as appropriate) as my/our proxy to attend, to speak and to vote at the General Meeting of the Epilepsy Society at the Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, in the ESRC Boardroom, on 17<sup>th</sup> May 2023 at 4.30pm and at any adjournment thereof.

	<b>Special Resolution</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	1. THAT the Articles of Association produced to the meeting be adopted as the new Articles of Association of the Society in substitution for, and to the exclusion of, all the existing Articles of Association of the Society.			

Please indicate with an "X" how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote the Proxy will exercise discretion on to how to vote or whether to abstain from voting.

Signature(s) or Common Seal: .....

Date: .....

**NOTES:**

A Member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend, and, on a poll, to vote in his/her stead. A proxy need not be a Member of the Company. Completion of a form of proxy does not preclude a Member from attending the meeting and voting thereat (in the event of such action the said proxy form will be discounted).

Any form of proxy and power of attorney or other authority under which it is signed, or notarially certified or office copy of such power or authority in order to valid, must reach the Company's Registered Office, Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, not less than 48 hours before the time of the meeting.

**COMPANY NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY**

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**ARTICLES  
OF ASSOCIATION OF**

**Registered Number: 00492761**

**epilepsy  
society**

1 The company's name is Epilepsy Society (and in this document it is called the 'Charity')

## Interpretation

2. In the articles:

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

'the articles' means the Charity's articles of association;

'the Charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

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

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

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

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

'the memorandum' means the Charity's memorandum of association;

'officers' includes the trustees and the secretary (if any);

'the seal' means the common seal of the Charity if it has one;

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

'the trustees' means the trustees of the Charity. The trustees are charity trustees as defined by section 177 of the Charities Act 2011;

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

'voting member' means a member of the company and has the meaning given in section 112 of the Companies Act 2006

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.

#### Liability of voting members

3. The liability of the voting members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are member or within one year after they cease to be a member, for:
  - a) Payment of the Charity's debts and liabilities incurred before they cease to be a member;
  - b) Payment of the costs, charges and expenses of winding up; and
  - c) Adjustment of the rights of the contributories among themselves.

#### Object

4. The Charity's object ('Object') is to support people living with or affected by epilepsy and other neurological conditions by:
  - a) Promoting acceptance of people with epilepsy and other neurological conditions, and challenging discrimination against them;
  - b) Preventing the development of epilepsy and other neurological conditions;
  - c) Seeking effective treatments for epilepsy and other neurological conditions; and
  - d) Providing services to people with epilepsy and other neurological conditions.

Nothing in the articles shall authorise an application of the property of the Charity for 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.

#### Powers

5. The Charity has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the Charity has power:
  - a) To raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c) To 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.
  - d) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
  - g) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;

- h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i) To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- j) To:
  - i) Deposit or invest funds;
  - ii) Employ a professional fund-manager; and
  - iii) Arrange for the investments or other property of the Charity to be held in the name of a nominee;
 

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- k) To provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- l) 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.

#### Application of income and property

- 6. a) The income and property of the Charity shall be applied solely towards the promotion of the Object.
- b)
  - i) A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - ii) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
  - iii) A trustee may receive an indemnity from the Charity in the circumstances specified in article 63.
  - iv) A trustee may not receive any other benefit or payment unless it is authorised by article 7.
- c) Subject to article 7, 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:
  - i) A benefit from the Charity in the capacity of a beneficiary of the charity;
  - ii) Reasonable and proper remuneration for any goods or services supplied to the charity.

#### Benefits and payments to charity trustees and connected persons

- 7. a) General provisions

No trustee or connected person may:

- i) Buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

- ii) Sell goods, services, or any interest in land to the Charity;
- iii) be employed by, or receive any remuneration from, the Charity;
- iv) receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause (b) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

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

#### Scope and powers permitting trustees' or connected persons' benefits

- b)
  - i) A trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - ii) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - iii) A trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

#### Payment for supply of goods only – controls

- c) The Charity and its trustees may only rely upon the authority provided by sub-clause (b)(iii) of this article if each of the following conditions is satisfied:
  - i) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
  - ii) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - iii) The majority of the other trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
  - iv) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
  - v) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
  - vi) The reason for their decision is recorded by the trustees in the minute book.
  - vii) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.
- d) In sub-clauses (b) and (c) of this article:



i) 'charity' includes any company in which the Charity:

1. Holds more than 50% of the shares; or
2. Controls more than 50% of the voting rights attached to the shares; or
3. Has the right to appoint one or more trustees to the board of the company.

ii) 'connected person' includes any person within the definition in article 68 'Interpretation'.

#### Declaration of trustees' interests

8. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the Charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

#### Conflicts of interests and conflicts of loyalties

9. a) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
  - i) 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;
  - ii) 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
  - iii) The unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- b) 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.

#### Voting members

10.

- a) Each trustee shall be a voting member. Voting membership is also open to individuals or organisations who:
  - i) Apply to the Charity in the form required by the trustees as set out in the bye-laws; and
  - ii) Are approved by the trustees.
- b)
  - i) The trustees may only refuse an application for membership under article 10(a) if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  - ii) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - iii) 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.

- c) Membership is not transferable.
- d) The trustees must keep a register of names and addresses of the voting members.

#### Classes of membership

11.
  - a) The trustees may establish other classes of voting membership with different rights and obligations and shall record the rights and obligations in the register of members.
  - b) The trustees may not directly or indirectly alter the rights or obligations attached to a class of voting membership.
  - c) The rights attached to a class of membership may only be varied if:
    - i) Three-quarters of the voting members of that class consent in writing to the variation; or
    - ii) A special resolution is passed at a separate general meeting of the voting members of that class agreeing to the variation.
  - d) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of voting members.
  
12. The trustees may establish classes of membership that do not confer any rights or obligations under the Companies Act 2006 and that are not required to be recorded in the register of members. The rules governing this type of membership will be set out in the bye-laws of the Charity.

#### Termination of membership

##### 13. Voting membership is terminated if:

- a) The member dies or, if it is an organisation, ceases to exist;
- b) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two voting members;
- c) Any sum due from the member to the Charity is not paid in full within six months of it falling due;
- d) The member is removed from voting membership by a resolution of the trustees that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - i) 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;
  - ii) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;

ii)e) The member, if he or she is also a trustee, ceases to be a trustee.

#### General meetings

14. An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

15. The trustees may call a general meeting at any time.

Notice of general meetings

16. a) The minimum periods of notice required to hold a general meeting ~~of the Charity~~ are:
- i) Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - ii) Fourteen clear days for all other general meetings.
- b) A general meeting may be called by shorter notice if it is so agreed by a majority in number of voting members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- c) The notice (including any notice given by means of a website) shall comply with all requirements in the Companies Acts. ~~must specify the date time and place of the meeting and the general nature of the business to be transacted.~~ If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of voting members to appoint a proxy under section 324 of the Companies Act 2006 and article 23.
- d) The notice must be given to all the voting members and to the trustees and auditors.
17. 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.

#### Proceedings at general meetings

18. a) A general meeting may be held at more than one place if:
- i) the notice convening the meeting specifies that it shall be held at more than one place; or
  - ii) the trustees resolve, after the notice convening the meeting has been given, that the meeting shall be held at more than one place; or
  - iii) it appears to the chairman of the meeting that the place of the meeting specified in the notice convening the meeting is inadequate to accommodate all persons entitled and wishing to attend.
- b) A general meeting held at more than one place is duly constituted and its proceedings are valid if (in addition to the other provisions of the articles relating to general meetings being satisfied) the chairman of the meeting is satisfied that facilities (whether electronic or otherwise) are available to enable each person present at each place to participate in the business of the meeting. Each person present at each place who would be entitled to count towards the quorum in accordance with the provisions of this article 18 shall be counted in the quorum for, and shall be entitled to vote at, the meeting, and references in the articles to being present in person or by proxy shall include all such persons. The meeting is deemed to take place at the place at which the chairman of the meeting is present.
- c) No business shall be transacted at any general meeting unless a quorum is present.
- ~~b)~~ A quorum is:
- i) Six voting members present in person or by proxy in accordance with this article 18 and entitled to vote upon the business to be conducted at the meeting; or
  - ii) One tenth of the total voting membership at the time,
- ~~ii)~~ whichever is the greater.
- ~~ed)~~ The authorised representative of a member organisation shall be counted in the quorum.

19. a) If:
    - i) A quorum is not present within half an hour from the time appointed for the meeting; or
    - ii) During a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the trustees shall determine.
  - b) 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.
  - c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the voting members present in person or by proxy at that time shall constitute the quorum for that meeting.
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20. a) General meetings shall be chaired by the chairman.
  - b) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
  - c) If there is only one trustee present and willing to act, he or she shall chair the meeting.

- d) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the voting members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
21. a) The voting members present in person or by proxy ~~at a meeting~~ may resolve by ordinary resolution that the meeting shall be adjourned.
- b) 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.
- c) 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.
- d) If a meeting is adjourned by a resolution of the voting 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.
22. a) 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:
- ~~b)~~ i) \_\_\_\_\_ By the person chairing the meeting; or
- ~~c)~~ ii) \_\_\_\_\_ By at least two voting members present in person or by proxy and having the right to vote at the meeting; or
- ~~d)~~ iii) \_\_\_\_\_ By a member or voting members present in person or by proxy representing not less than one-tenth of the total voting rights of all the voting members having the right to vote at the meeting.
- ~~e)~~ b) i) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- ii) 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.
- ~~f)~~ c) i) 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.
- ii) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- ~~g)~~ d) i) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be voting members) and who may fix a time and place for declaring the results of the poll.
- ii) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- ~~h)~~ e) i) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- ii) A poll demanded on any other question must be taken either immediately or at such time and place and in such manner (including electronically) as the person who is chairing the meeting directs.
- iii) The poll must be taken within thirty days after it has been demanded.
- iv) 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.

- v) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### Content of proxy notices

- 23. a) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
  - i) States the name and address of the member appointing the proxy;
  - ii) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - iii) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
  - iv) Is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- b) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- d) Unless a proxy notice indicates otherwise, it must be treated as:
  - i) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting;
  - ii) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself; and
  - iii) Being revoked if the voting member attends the meeting in person.

#### Delivery of proxy notices

- 24. a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- b) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- d) A proxy notice is revoked if the voting member attends the meeting in person.
- e) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### Written resolutions

- 25. a) 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 voting members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- i) A copy of the proposed resolution has been sent to every eligible member;
  - ii) A simple majority (or in the case of a special resolution a majority of not less than 75%) of voting members has signified its agreement to the resolution; and
  - iii) 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.
- b) A resolution in writing may comprise several copies to which one or more voting members have signified their agreement.
  - c) In the case of a member that is an organisation, its authorised representative may signify its agreement.

#### Votes of voting members

- 26. Subject to article 11, every voting member, whether an individual or an organisation, shall have one vote.
- 27. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 28. a) Any organisation that is a voting member of the Charity may nominate any person to act as its representative at any general meeting ~~of the Charity~~.
- b) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- c) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

#### Trustees

- 29. a) A trustee must be a natural person aged 16 years or older.
- b) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 44.
- 30. The minimum number of trustees shall be six (unless otherwise determined by ordinary resolution) and the maximum number shall be sixteen (including co-optees) unless otherwise determined by ordinary resolution.
- 31. A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

#### Powers of trustees

- 32. a) The trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- b) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.



- c) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

#### Retirement of trustees

33. Disapplied

34. If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

35. Trustees shall be elected for terms of three years subject to them being able to serve for a maximum of nine years (or longer in exceptional circumstances only).

36. Former trustees may seek re-election after a year of absence from the Board.

#### Chairman, Vice Chairman and Treasurer

37. The charity shall have a chairman, a vice-chairman and a treasurer, each of whom shall be elected or removed by a simple majority of the board voting in secret ballot conducted by the secretary.

#### Appointment of trustees

38. The Charity may by ordinary resolution:

- a) Appoint a person who is willing to act to be a trustee; and
- b) Determine the rotation in which any additional trustees are to retire.

39. No person other than a trustee seeking re-election may be appointed a trustee at any general meeting pursuant to article 38 unless:

- a) He or she is recommended for election by the trustees; or
- b) Subject to article 39A, not ~~Not~~ less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice (a 'Nomination Notice') that:
  - i) Is signed by a member entitled to vote at the meeting;
  - ii) States the member's intention to propose the appointment of a person as a trustee (the 'Nominated Individual');
  - iii) Contains the details that, if the ~~person-Nominated Individual~~ were to be appointed, the Charity would have to file at Companies House; and
  - iv) Is signed by the ~~person who is to be proposed~~Nominated Individual to show his or her willingness to be appointed.

39A. The vote to appoint a Nominated Individual as trustee pursuant to article 38 shall only take place if the trustees have first concluded that the appointment of the Nominated Individual as trustee would be in the best interests of the Charity. For this purpose, the trustees:

- a) may from time to time draw up (and from time to time revise) a role description for trustees which may also specify any particular skillsets or experience which the trustees believe are required of any person to be appointed as trustee (the 'Trustee Role Description');
- b) may interview the member who signed the Nomination Notice and/or the Nominated Individual;
- c) in concluding that the appointment of the Nominated Individual as a trustee would (or would not) be in the best interests of the Charity, shall have regard to the then current Trustee Role Description (if any); and
- ~~iv)~~ d) must inform the member who signed the Nomination Notice and the Nominated Individual in writing of the reasons for their decision within ten days of the Nomination Notice being received by the trustees.

40. All voting members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation.

41. a) The trustees may at any time co-opt additional trustees (whether or not voting members of the Charity). There will be no more than four co-opted trustees at any given time and they will be entitled to receive notice of meetings of the trustees and to vote at those meetings in the same manner as the other trustees even if they are not voting members of the Charity.
- b) One trustee shall be co-opted from among members of any class(es) of members created under article 12, who may nominate potential candidates from amongst their number once a year.
- c) Additional trustees co-opted onto the Board shall retire at the annual general meeting of the Charity following their appointment but shall be eligible for further co-option by the trustees. No additional trustee may be co-opted for more than nine years.
42. Trustees' terms of office shall begin (or be deemed to begin) at the conclusion of the annual general meeting. Any time served as a co-opted trustee prior to the annual general meeting shall not be taken into account when determining the maximum period for which a trustee can serve under article 35.
43. The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

#### Disqualification and removal of trustees

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

- a) Ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;
- b) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- c) Is not a fit and proper person as defined in regulation 5(3) of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;
- d) Ceases to be a voting member of the Charity;
- e) In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- f) 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);
- g) Is absent without the permission of the trustees from three consecutive trustee board meetings and the trustees resolve that his or her office be vacated;
- g)h) Is, following a review by the trustees (or any committee thereof) of his or her conduct and performance as a trustee in accordance with any code of conduct adopted by the trustees, determined to have failed to satisfy the Trustee Role Description referred to in article 39A and/or to have breached that code of conduct or any previous code of conduct in force at the time of the relevant conduct.-

#### Remuneration of trustees

45. The trustees must not be paid any remuneration unless it is authorised by article 7.

#### Proceedings of trustees

46. a) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

- b) Any trustee may call a meeting of the trustees.
- c) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.

- d) Questions arising at a meeting shall be decided by a majority of votes.
- e) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- f) A meeting may consist of a conference between trustees some or all of whom are in different places provided that each trustee may participate in the business of the meeting whether directly, by telephone or by any other means (whether electronically or otherwise) which enables him to hear (or otherwise receive real time communications made by) each of the other participating trustees addressing the meeting and, if the trustee so wishes, to address all of the other participating trustees simultaneously (or otherwise communicate in real time with them). A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. A meeting held in this way is deemed to take place at the place where the largest group of participating trustees is assembled or, if no such group is readily identifiable, at the place from where the person who is chairing the meeting participates.

- 46A. a) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made, comprised of trustees participating in the business of the meeting in the manner specified in article 46(f) and subject to articles 46A(c) and 47. -'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- b) The quorum shall be four 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.
  - c) 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.
47. 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.
48. a) The chairman shall chair trustee meetings.
- b) If the chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the vice-chair shall preside. If the vice-chair is unwilling to preside or is not present the trustees present may appoint one of their number to chair that meeting.
  - c) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.
49. a) A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
- b) The resolution in writing may be contained in one document or communication in electronic form or in several documents or communications in electronic form (in like form), each signed or approved by one or more of the trustees concerned. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

#### Delegation

- 50. a) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- b) The trustees may impose conditions when delegating, including the conditions that:
  - i) The relevant powers are to be exercised exclusively by the committee to whom they delegate;

- ii) No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
  - c) The trustees may revoke or alter a delegation.
  - d) All acts and proceedings of any committees must be fully and promptly reported to the trustees.
51. The chairman (or the chairman's nominated appointee who must be a trustee) shall have responsibility for supervision of the work of the charity's chief executive officer.

#### Validity of trustees' decisions

52. a) Subject to article 52(b), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- i) Who was disqualified from holding office;
  - ii) Who had previously retired or who had been obliged by the constitution to vacate office;
  - iii) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- If without the vote of that trustee; and that trustee being counted in the quorum; the decision has been made by a majority of the trustees at a quorate meeting.
- b) Article 52(a) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 52(a), the resolution would have been void, or if the trustee has not complied with article 8.

#### Seal

53. If the Charity has a seal it must only be used by the authority of the trustees or of a 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 (if any) or by a second trustee.

#### Minutes

55. The trustees must keep minutes of all:
- a) Appointments of officers made by the trustees;
  - b) Proceedings at meetings of the Charity;
  - c) Meetings of the trustees and committees of trustees including:
    - i) The names of the trustees present at the meeting;
    - ii) The names of the staff in attendance at the meeting;
    - iii) The decisions made at the meetings;
    - iv) Where appropriate the reasons for the decisions; and
    - v) Any observers or professional advisers in attendance.

#### Accounts

56. a) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- b) The trustees must keep accounting records as required by the Companies Acts.

#### Annual Report and Return and Register of Charities

57. a) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- i) Transmission of a copy of the statements of account to the Commission;
  - ii) Preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - iii) Preparation of an Annual Return and its transmission to the Commission.
- b) The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

58. a) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- b) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

59. Any notice to be given to or by any person pursuant to the articles:

- a) Must be in writing; and/or
- b) Must be given in electronic form.

60. a) The Charity may give any notice to a voting member either:

- i) Personally; or
- ii) By sending it by post in a prepaid envelope addressed to the member at his or her address as recorded in the register of voting members; or
- iii) By leaving it at the address of the member; or
- iv) By giving it in electronic form to the member's address.
- v) By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

b) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

61. A member present in person at any general meeting ~~of the Charity~~ shall be deemed to have received notice of the meeting and of the purposes for which it was called.

62. a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- i) 48 hours after the envelope containing it was posted; or



- ii) In the case of an electronic form of communication, 48 hours after it was sent.

#### Indemnity

- 63. a) The Charity may indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- b) In this article a 'relevant trustee' means any trustee or former trustee of the Charity.

#### Rules

- 64. a) 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.
- b) The bye laws may regulate the following matters but are not restricted to them:
  - i) The admission of voting members of the Charity (including the admission of organisations to voting membership) and the rights and privileges of such voting members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - ii) The conduct of voting members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - iii) 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;
  - iv) The procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - v) Generally, all such matters as are commonly the subject matter of company rules.
- c) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- d) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of voting members of the Charity.
- e) The rules or bye laws shall be binding on all voting members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

#### Disputes

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

#### Dissolution

- 66. a) The voting members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
  - i) Directly for the Object; or
  - ii) By transfer to any Charity or charities for purposes similar to the Object; or

- iii) To any Charity or charities for use for particular purposes that fall within the Object.
- b) Subject to any such resolution of the voting members of the Charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
  - i) Directly for the Object; or
  - ii) By transfer to any Charity or charities for purposes similar to the Object; or
  - iii) To any Charity or charities for use for particular purposes that fall within the Object.
- c) In no circumstances shall the net assets of the Charity be paid to or distributed among the voting members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 66(a) is passed by the voting members or the trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Transition Schedule

67. Deleted

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Interpretation

68. In article 7, sub-clause (b) of article 9 and sub-clause (b) of article 52 'connected person' means:
- a) A child, parent, grandchild, grandparent, brother or sister of the trustee;
  - b) The spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;

- c) A person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
- d) An institution which is controlled:
  - i) By the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - ii) By two or more persons falling within sub-clause (d)(i), when taken together.
- e) A body corporate in which:
  - i) Trustee or any connected person falling within sub- clauses (a) to (c) has a substantial interest; or
  - ii) Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
  - iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.