

SURVIVORSUK

male rape and sexual abuse

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SURVIVORS (UK)

1. The name of the company is Survivors (UK). In this document Survivors (UK) is referred to as the “Charity”.
2. The Charity’s registered office is to be situated in England.
3. The Charity’s objects (the “**Objects**”) are:
 - (1) To provide protection of health and relief of sickness and distress to males who have suffered sexual abuse or rape and to promote any charitable purpose for the benefit of such males and their carers and families.
 - (2) In furtherance of Subclause 3(1) above, the Charity may undertake the following activities:
 - (a) provide centres for meetings and the giving of advice, information, training and education;
 - (b) provide counselling that adheres to the British Association for Counselling and Psychotherapy’s Framework for Good Practice in Counselling and Psychotherapy, including face-to-face counselling provided at any of the centres provided pursuant to Subclause 3(2)(a) above, telephone counselling and web-based counselling;
 - (c) provide helpline support by telephone and through the world wide web;
 - (d) advance public awareness about all matters relating to the sexual abuse or rape of males;

- (e) collect and make available information about all matters relating to the sexual abuse or rape of males, including issues relating to providing protection of health and relief of sickness and distress to males who have suffered sexual abuse or rape and promoting charitable purposes for the benefit of such males and their carers and families;
 - (f) exchange information and liaise with other bodies having objects similar to the above objects, regardless of whether such bodies are located in the United Kingdom or elsewhere; and
 - (g) procure, write, print, publish, issue and circulate, either free or at cost, such newsletters, papers, books, periodicals, pamphlets, other types of print media, films, compact discs, audio tapes or other forms of recorded materials intended to further or achieve the above objects.
4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (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. The charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, 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 Objects;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (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 Director only to the extent it is permitted to do so by Clause 5 below and provided that it complies with the conditions in that clause;
 - (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 directors of the Charity (“Directors”) or any other officer of the Charity in relation to any such liability as is mentioned in Subclause 4(2), but subject to the restrictions specified in Subclause 4(3);
 - (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; and
 - (m) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in Subclause 4(1)(k) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity; and
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) () The following liabilities are excluded from the liabilities covered by Subclause 4(2)(a):
- () fines;
 - () costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

- () liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
 - () Excluded from Subclause 4(2)(b) is any liability to make a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) Subject to the restrictions in Subclause 5(4), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) 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 Director from receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:
- (a) buy goods or services from the Charity;
 - (b) sell goods, services or any interest in land to the Charity;
 - (c) be employed by or receive any remuneration from the Charity; or
 - (d) receive any other financial benefit from the Charity;
- unless the payment or transaction is:
- (i) permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993; or

- (ii) previously and expressly authorised in writing by the Charity Commission.
- (5) In Subclauses 5(2)-(4):
 - (a) “charity” shall include any company in which the Charity:
 - (i) holds more than fifty per cent (50%) of the shares;
 - (ii) controls more than fifty per cent (50%) of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of such company;
 - (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.
- (6) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles of association of the Charity from time to time, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Director is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the relevant circumstances.
- 6. The liability of the members of the Charity is limited. Every member undertakes, if the Charity is dissolved while he or she is a member or within twelve (12) months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she 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.
- 7. (1) The members of the Charity may at any time before, and in expectation of, the Charity’s dissolution resolve by simple majority of the members present in person or by proxy at a special general meeting that any net assets of the Charity available after all of its debts and liabilities have been paid, or provision has been

made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the Directors may at any time before and in expectation of the Charity's dissolution resolve that any net assets of the Charity available after all of its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity). If no resolution as contemplated by Subclause 7(1) or Subclause 7(2) is passed by the members or the Directors, the net assets of the Charity shall be applied for charitable purposes as directed by the Charity Commission.

SURVIVORSUK

male rape and sexual abuse

The Companies Acts 1985 and 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

SURVIVORS (UK)

1. In this document the words in the first column of the table below have the meaning set out in the second column, if not inconsistent with the subject or context.

“the 1985 Act”	means the Companies Act 1985;
“the 2006 Act”	means the Companies Act 2006;
“these Articles”	means these Articles of Association and the regulations of the Charity in effect from time to time;
“Address”	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or text message number, in each case registered with the Charity;
“the Charity”	means Survivors (UK);
“the Charity Commission”	means the Charity Commission for England and Wales;
“Clear Days”	in relation to the period of a notice, means a period excluding: <ul style="list-style-type: none">• 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 Directors”	means the directors of the Charity from time to time.

The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“the Memorandum”	means the memorandum of association of the Charity;
“Officers”	includes the Directors and the Secretary;
"the Seal"	means the common seal of the Charity if it has one;
“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;
"the United Kingdom"	means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include registered companies.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning in the 1985 Act or the 2006 Act, but excluding any statutory modification not in force when the Memorandum and these Articles become 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 in force for the time being.

The provisions of the Memorandum to the extent that they could have been contained in these Articles shall take effect as though repeated in these Articles.

Objects

2. The Charity is established for the objects expressed in the Memorandum.

Members

3. (1) The subscribers to the Memorandum and such other persons as the Directors shall admit to membership in accordance with these Articles shall be members of the Charity.

- (a) The Directors shall draw up any special regulations as to subscriptions, rights of members, conditions of admission to, and retirement from, membership and any other matters deemed necessary.
 - (b) No person shall be admitted as a member of the Charity unless approved by the Directors.
 - (c) Every person who wishes to become a member shall deliver to the Charity an application for membership in writing in such a form as the Directors require, which must be signed or otherwise marked by the person applying for membership himself or herself. Members must also sign the register of members.
- (2)
- (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Directors must inform the applicant in writing of the reasons for refusal within twenty-one (21) days of the decision.
 - (c) Any person refused membership shall have the right to make representations to the Directors within twenty-eight (28) days of the Directors' decision being taken. The Directors must consider any written representations the applicant may make about the application. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
4. A member may retire from membership at anytime by giving at least seven (7) Clear Days' written notice to the Secretary.
5. Membership is not transferable to anyone else.
6. The Directors must kept a register of names and Addresses of the members.

Classes of Membership

- 7.
- (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
 - (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or

- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (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.

Termination of Membership

8. Membership will be terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two (2) members;
- (3) any sum due from the member to the Charity is not paid in full within six (6) months of it falling due;
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one (21) days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) 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 at such meeting.

General Meetings

- 9. The Charity shall hold an annual general meeting in every calendar year and not more than fifteen (15) months may elapse between successive annual general meetings.
- 10. (1) The Directors may call a general meeting at any time. General meetings must also be convened if members holding ten per cent (10%) of the total voting rights of all of the members request in writing that a general meeting is called, provided that Section 303 of the 2006 Act is complied with.
- (2) All general meetings other than annual general meetings shall be called general meetings, except that a meeting to dissolve the Charity shall be called a special general meeting. Annual general meetings, general meetings and special general meetings are referred to collectively as "general meetings" in these Articles.

Notice of General Meetings

11. (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- twenty-one (21) Clear Days' for an annual general meeting, a general meeting called for the passing of a special resolution, or a special general meeting; and
 - fourteen (14) Clear Days' for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the general meeting, who together hold not less than ninety per cent (90%) of the total voting rights.
- (3) The notice must specify the date, time and place of the general meeting and the general nature of the business to be transacted. If the general meeting is an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of the members to appoint a proxy under Section 324 of the 2006 Act and Article 19 of these Articles.
- (4) The notice must be given to all of the members, all of the Directors and the auditors of the Charity.
12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any proceedings at any meeting.

Proceedings at General Meetings

13. (1) An annual general meeting shall consider the accounts and accounting records of the Charity, the annual report of the Charity, the trustee' report, the independent auditor's report, the appointment of, and the fixing of the remuneration of, the auditors, and the election of the Directors.
- (2) All other business transacted at an annual general meeting (other than the determination of a maximum number of Directors) and all business transacted at a general meeting (other than the removal of a Director before the expiration of his or her term of office and appointment of a replacement Director for the remainder of the removed Director's term of office) shall be deemed special.
14. (1) No business shall be transacted at a general meeting unless a quorum is present.
- (2) A quorum is:
- one-tenth of the total membership at the time;
 - or three (3) members present in person or by proxy and entitled to vote upon the business conducted at the meeting,

whichever is the greater.

15. (1) If
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
 - (2) The Directors must reconvene the general meeting and must give at least seven (7) Clear Days' notice of the reconvened general meeting stating the date, time and place of the reconvened general meeting.
 - (3) If no quorum is present at the reconvened general meeting within fifteen (15) minutes of the time specified for the start of the reconvened general meeting, the members present in person or by proxy at that time shall constitute the quorum of that meeting.
16. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
 - (2) If there is no such person or he or she is not present within fifteen (15) minutes of the time appointed for the general meeting, a Director nominated by the Directors shall chair the general meeting.
 - (3) If there is only one Director present and willing to act, he or she shall chair the general meeting.
 - (4) If no Director is present and willing to chair the general meeting within fifteen (15) minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the general meeting.
17. (1) The members present in person or by proxy at a general meeting may resolve by ordinary resolution that the general meeting shall be adjourned.
 - (2) The person chairing the general meeting must decide the date, time and place at which the general meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at the reconvened general meeting unless it could properly have been conducted at the general meeting had the adjournment not taken place.

- (4) If a general meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) Clear Days' notice shall be given of the reconvened general meeting stating the date, time and place of the reconvened general meeting.
18. (1) Any vote at a general 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 by:
- (a) the person chairing the general meeting;
 - (b) at least two (2) members present in person or by proxy and having the right to vote at the general meeting; or
 - (c) a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person chairing the general meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity, but the number or proportion of votes cast need not be recorded.
- (3) (a) 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 general meeting.
- (b) 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.
- (4) (a) A poll must be taken as the person who is chairing the general 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.
- (b) The result of the poll shall be deemed to be the resolution of the general meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a general meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person chairing the general meeting directs.
- (c) The poll must be taken within thirty (30) days after it has been demanded.
- (d) If the poll is not taken immediately, at least seven (7) Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

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

Proxies: Appointment and Voting

19. (1) Any member is entitled to appoint another person as proxy to exercise all or any of the member's rights to attend, speak and vote at the general meeting of the Charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form that is usual or that the Directors may approve):

"Survivors (UK):

I/We,, of, being a member/members of Survivors (UK) (the "Charity"), hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Charity to be held on 20....., and at any adjournment thereof.

Signed on 20.....".

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form that is usual or that the Directors may approve):

"Survivors (UK):

I/We,, of, being a member/members of Survivors (UK) (the "Charity"), hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Charity, to be held on 20, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against.

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20".

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows:
- (a) in the case of an instrument in writing, it must be deposited not less than forty-eight (48) hours before the time for holding the general meeting or reconvened general meeting at which the person named in the instrument proposes to vote at the office or at such other place within the United Kingdom as is specified either in the notice convening the general meeting or in any instrument of proxy sent out by the Charity in relation to the general meeting; or
 - (b) in the case of an appointment contained in an electronic communication, where an Address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the general meeting,
 - (ii) in any instrument of proxy sent out by the Charity in relation to the general meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the general meeting,it must be received at such Address not less than forty-eight (48) hours before the time for holding the general meeting or reconvened general meeting at which the person named in the appointment proposes to vote;
 - (c) in the case of a poll taken more than forty-eight (48) hours after it is demanded, it must be deposited or received as aforesaid after the poll has been demanded and not less than twenty-four (24) hours before the time appointed for the taking of the poll; or
 - (d) where the poll is not taken forthwith but is taken not more than forty-eight (48) hours after it was demanded, it must be delivered at the general meeting at which the poll was demanded to the person chairing the general meeting or to the Secretary or to any Director.
- (5) An appointment of proxy that is not deposited, delivered or received in a manner described in Subclause 19(4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a member that is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:
- (a) its registered office,

- (b) at such other place at which the instrument of proxy was duly deposited, or
- (c) where the appointment of the proxy was contained in an electronic communication, at the Address at which such appointment was duly received

before the commencement of the general meeting or reconvened general meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the general meeting or reconvened general meeting) the time appointed for taking the poll.

Written resolutions

20. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five per cent (75%)) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than seventy-five per cent (75%)) of members has signified its agreement to the resolution in an authenticated document that has been received at the registered office within the period of twenty-eight (28) days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Voting

21. Any objection to the qualification of any voter must be raised at the general meeting at which the vote is tendered and the decision of the person who is chairing the general meeting shall be final.
22. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any general meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any general meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.
23. The resolution of any ordinary business must be passed by a simple majority of the members present in person or by proxy at a general meeting and the resolution of any

special business must be passed by a majority of not less than seventy-five per cent (75%) of the members present in person or by proxy at a general meeting. Without limiting the generality of the preceding sentence, a resolution affecting, altering or repealing anything contained in the Memorandum or these Articles must be passed by a majority of not less than seventy-five per cent (75%) of the members present in person or by proxy at a general meeting.

24. Subject to Article 7, every member, whether an individual or an organisation, shall have one vote.
25. In respect of ordinary resolutions only, the chairperson shall have a second or casting vote in the event of a tie.

Directors

26. (1) A Director must be a natural person aged sixteen (16) years or older.
(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 34.
27. The number of directors shall be not less than three (3), but unless otherwise determined by ordinary resolution, shall not be subject to any maximum.
28. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

Retirement and Appointment of Directors

29. (1) At each annual general meeting, each Director must retire from office. The retirement shall take effect upon the conclusion of the annual general meeting.
(2) A director retiring from office shall be eligible for re-election.
30. The Charity may by ordinary resolution appoint a person who is willing to act to be a Director.
31. No person other than a Director who is retiring from office may be appointed as a Director at any annual general meeting unless:
 - (1) he or she is recommended for election by the Directors;
 - (2) not less than fourteen (14) nor more than thirty-five (35) Clear Days before the date of the annual general meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the annual general meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director;

- (c) contains the details that, if the person were to be appointed, the Charity would have to file at the Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
32. All members who are entitled to receive notice of an annual general meeting must be given not less than seven (7) nor more than twenty-eight (28) Clear Days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire from office.
33. (1) The Directors may appoint a person who is willing to act as a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.
- (3) The appointment of a Director, whether by the Charity in an annual general meeting or by the other Directors, must not cause the number of the Directors to exceed any number fixed as the maximum number of Directors by any ordinary resolution.

Disqualification and Removal of Directors

34. A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the 2006 Act or is prohibited by law from being a Director;
 - (2) is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (4) resigns as a Director by notice to the Charity (but only if at least two (2) Directors will remain in office when the notice of resignation is to take effect);
 - (5) is absent without the permission of the Directors from all of their meetings held within a period of six (6) consecutive months and the Directors resolve that his or her office be vacated; or
 - (6) two-thirds of the Directors vote to remove him or her from office on the grounds that he or she has brought the Charity into disrepute, provided that he or she has been given an opportunity to be heard at a meeting of the Directors.
35. In addition, and without prejudice to the provisions of Section 168 of the 2006 Act, the Charity may by ordinary resolution at a general meeting remove any Director before the expiration of his or her term of office and may replace him or her by another Director by

ordinary resolution who shall hold office for the remainder of the previous Director's term in office.

Directors' Remuneration

36. The Directors must not be paid any remuneration other than in accordance with the Memorandum.

Powers of Directors

37. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act, the 2006 Act, the Memorandum, these Articles or any special resolution.
- (2) No alteration of the Memorandum, these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Proceedings of Directors

38. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The Directors shall meet at least every two (2) months or more often if they so decide.
- (4) The Secretary must call a meeting of the Directors if requested to do so by a Director.
- (5) Resolutions (other than resolutions that, under the Charities Act 1993 or Charities Act 2006, must be passed by a majority of not less than two-thirds of the Charity's trustees) arising at a meeting of the Directors shall be decided by a simple majority of votes. In respect of questions that may be decided by a simple majority of votes only, the chairperson of the meeting shall have a second or casting vote in the event of a tie.
39. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be three (3) or such larger number as may be decided from time to time by the Directors.

- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
40. If the number of Directors present at a meeting is less than the number fixed as the quorum, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
41. (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten (10) minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
42. (1) A resolution in writing agreed by a simple majority (or not less than two-thirds of the Directors for resolutions requiring such a majority under the Charities Act 1993 or the Charities Act 2006) of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all of the Directors eligible to vote; and
- (b) a simple majority (or not less than two-thirds of the Directors for resolutions requiring such a majority under the Charities Act 1993 or the Charities Act 2006) of the Directors has signified its agreement to the resolution in an authenticated document or documents that are received at the registered office within the period of twenty-eight (28) days beginning with the circulation date.
43. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one (1) or more Directors has signified their agreement.
44. Persons with a particular skill to contribute to the Charity may be co-opted to attend and contribute to meetings of the Directors or a committee of Directors, but such persons shall not be entitled to vote.

Delegation.

45. (1) The Directors may delegate any of their powers or functions to a committee of two (2) or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
46. A Director must declare the nature and extent of any interest, direct or indirect, that he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity that has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
47. (0) Subject to paragraph 47(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office; or
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Director; and
 - that Director being counted in the quorum;

the decision has been made by a majority (or not less than two-thirds of the Directors for resolutions requiring such a majority under the Charities Act 1993 or the Charities Act 2006) of the Directors at a quorate meeting.

- (2) Paragraph 47(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 47(1), the resolution would have been void, or if the Director has not complied with Article 46.

The Secretary

2. The law does not require that the Charity have a Secretary; however, the Directors may in their discretion appoint a Secretary for such time and at such remuneration and upon such conditions as they think fit, and they may remove any Secretary so appointed. The members in a general meeting may determine some other system of appointment. The provisions of Section 280 of the 2006 Act shall apply and be observed whenever a Secretary has been appointed and remains in office. The Secretary may be a Director, in which case, the Secretary shall not be paid except in respect of out-of-pocket expenses.

Seal

3. If the Charity has a seal, it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by a Director and by the Secretary or by a second Director.

Minutes

4. The Directors must keep minutes of all:
 - (1) appointments of Officers made by the Directors;
 - (2) proceedings at meetings of the Charity; and
 - (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

5. (1) The Directors must prepare for each financial year accounts as required by the 2006 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.

- (2) The Directors must keep accounting records as required by the 2006 Act.
6. The accounts and accounting records shall be kept at the registered office of the Charity and may not be removed from the registered office of the Charity except by the auditors as is necessary.
7. The accounts and accounting records shall always be open to inspection by the Directors. The Directors shall decide upon what conditions inspection of the accounts and accounting records shall be available to members of the Charity.

Audit

8. In accordance with the provisions of the 2006 Act and the Charities Act 1993, at least once in every year the Charity's accounts and accounting records shall be examined and the correctness of the accounts and accounting records shall be ascertained by a properly qualified auditor.
9. The Charity shall appoint auditors by ordinary resolution at annual general meetings and their duties shall be regulated in accordance with the provisions of the 2006 Act.

Annual Report and Return and Register of Charities

10. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
 - (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an Annual Report and its transmission to the Charity Commission; and
 - (c) the preparation of an Annual Return and its transmission to the Charity Commission.
- (2) The Directors must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

11. Any notice to be given to or by any person pursuant to these Articles:
 - (1) must be in writing; or
 - (2) must be given using electronic communications.
12. (1) The Charity may give any notice to a member either:

- (a) personally;
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her Address;
 - (c) by leaving it at the Address of the member; or
 - (d) by giving it using electronic communications to the member's Address.
- (2) A member who does not register an Address with the Charity or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
13. A member present in person at any general meeting of the Charity shall be deemed to have received notice of the general meeting and of the purposes for which it was called.
14. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that 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.
- (3) A notice shall be deemed to be given:
- (a) Forty-eight (48) hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, forty-eight (48) hours after it was sent.

Rules

15. (1) The Directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The by-laws may regulate the following matters but are not restricted to them:
- (a) 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;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the 2006 Act or by these Articles; and
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in a general meeting has the power to alter, add to or repeal the rules or by-laws.
 - (4) The Directors must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Charity.
 - (5) The rules or by-laws shall be binding on all members of the Charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

Indemnity

- 16. The Charity may indemnify any Director, auditor, reporting accountant, or other Officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by Sections 232 to 234 of the 2006 Act.