

**COMPANY NUMBER: - 02837793**

**CHARITY NUMBER: - 1024811**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**NEW  
ARTICLES OF ASSOCIATION  
- of -**

**THE BRITISH SMALL ANIMAL VETERINARY ASSOCIATION  
(Incorporated on 20 July 1993)**

Adopted by Special Resolution passed on 19<sup>th</sup> November 2020

1. The company's name is "The British Small Animal Veterinary Association" (and in this document it is called the "charity").

## **INTERPRETATION**

2.

2.1. In the articles:

"address"	means a postal address or, for the purposes of electronic communication, 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 Board"	means the board of directors of the charity;
"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: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>
"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;
"connected"	the meaning given in section 188 of the Charities Act 2011;

“the Council”	means the advisory body formed of members of the charity appointed in accordance with the Rules
“Council Meeting”	means a meeting of Council Members held in accordance with the Rules;
“Council Members”	means the members of the Council appointed in accordance with the Rules.  The Council Members are not company directors or charity trustees as defined by the Companies Act 2006 and section 177 of the Charities act 2011;
“Council Representatives”	means the representatives nominated and elected by the members of each Region and other member groups as defined by the Council from time to time to serve as Council Members in accordance with the Rules;  There shall be a minimum number of fourteen Council Members which shall include a minimum of twelve Council Representatives, a minimum of two Past Presidents and an independent Chair appointed by Council;
“directors”	means the directors of the charity.  The directors are company directors and charity trustees as defined by the Companies Act 2006 and section 177 of the Charities Act 2011;
“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 but shall exclude facsimile;
“electronic general meeting”	means a general meeting hosted on an electronic platform;
“electronic platform”	includes, but is not limited to, website addresses and conference call systems;
“Honorary Secretary”	means the honorary secretary for the time being of the charity appointed to perform the duties of the secretary in accordance with the articles;
“Honorary Treasurer”	means the honorary treasurer for the time being of the charity appointed in accordance with the articles;

“Junior Vice President”	means the junior vice-president of the charity for the time being appointed in accordance with the articles;
“Officers”	means the persons elected to the offices specified in article 23.2;
“Past President”	means any person other than the senior vice-president; who previously held the office of president of the charity;
“payment”	any benefit, which may be a financial benefit or any other measurable benefit;
“present”	means, for the purposes of physical general meetings, present in person, or, for the purposes of electronic general meetings, present by electronic means (and references to persons attending <b>by electronic means</b> is defined as attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting);
“President”	means the president for the time being of the charity appointed in accordance with the articles;
“Region”	means each of the geographical regions into which the Board may from time to time divide the United Kingdom for administrative purposes;
“Rules”	means the rules set from time to time by the Board under article 49;
“the seal”	means the common seal of the charity if it has one;
“Senior Vice-President”	means the senior vice-president for the time being of the charity appointed in accordance with the articles;
“the trustees”	the trustees of the charity, and “trustee” means any one of the trustees;
“unconflicted trustees”	those trustees who are not, at the time any authority conferred by these articles is being used: <ul style="list-style-type: none"> <li>(a) being considered to receive payment under such authority (or already receiving payment under any other authority); or</li> </ul>

- (b) connected to any person who is being considered to receive payment under such authority (or to someone already receiving payment under any other authority);

“the United Kingdom” means Great Britain and Northern Ireland; and

“Vice President” means Vice-President for the time being of the charity appointed in accordance with the articles.

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

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

2.4 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 MEMBERS**

3.

3.1. The liability of the members is limited.

3.2. Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it 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.

## **OBJECTS**

4.

4.1. The charity’s objects (“Objects”) are specifically restricted to the following:

The promotion for the public benefit of high standards of education and practice in the veterinary care and treatment of small animals and the dissemination of related information to both veterinary practitioners and the public

4.2 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 Objects or is conducive or incidental to doing so. In particular, the charity has power:

5.1. to raise funds.;

- 5.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3. 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
- 5.4. 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;
- 5.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.7. to acquire, merge or to enter into any partnership or joint venture arrangement with any other charity;
- 5.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.9. 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 article 6 and provided it complies with the conditions in that article;
- 5.10. to:
  - 5.10.1. deposit or invest funds;
  - 5.10.2. employ a professional fund-manager; and
  - 5.10.3. arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.11. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.12. 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 UNIVERSAL CLAUSES**

6.
  - 6.1. The income and property of the charity shall be applied solely towards the promotion of the Objects.
  - 6.2.
    - 6.2.1. 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.
    - 6.2.2. A director 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.
    - 6.2.3. A director may receive an indemnity from the charity in the circumstances specified in article 48.

- 6.3. 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 receiving:
  - 6.3.1. a benefit from the charity in the capacity of a beneficiary of the charity;
  - 6.3.2. reasonable and proper remuneration for any goods or services supplied to the charity.
- 6.4. No director or connected person may:
  - 6.4.1. buy any goods or services from the charity on terms preferential to those available to the members of the charity;
  - 6.4.2. sell goods, services or any interest in land to the charity;
  - 6.4.3. be employed by, or receive any remuneration from, the charity;
  - 6.4.4. receive any other financial benefit from the charity; unless:
    - 6.4.4.1. the payment is permitted by article 6.5 or articles 23.6 and 23.7; or
    - 6.4.4.2. the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 6.5.
  - 6.5.1.1. a director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way;
  - 6.5.1.2. a director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - 6.5.1.3. subject to article 6.5.2 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person;
  - 6.5.1.4. a director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors;
  - 6.5.1.5. a director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
  - 6.5.1.6. the directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011;
  - 6.5.1.7. a director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members.

#### **PAYMENT FOR SUPPLY OF GOODS ONLY - CONTROLS**

- 6.5.2. The charity and its directors may only rely upon the authority provided by article 6.5.1.3 if each of the following conditions is satisfied:

- 6.5.2.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
  - 6.5.2.1.1. The charity or its directors (as the case may be); and
  - 6.5.2.1.2. The director 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.
- 6.5.2.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.5.2.3. The other directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- 6.5.2.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- 6.5.2.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- 6.5.2.6. The reason for their decision is recorded by the directors in the minute book.
- 6.5.2.7. A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.4.

## 6.6.

- 6.6.1. In sub-clauses 6.2 to 6.5 of this article 6 “charity” shall include any company in which the charity:
  - 6.6.1.1. holds more than 50% of the shares; or
  - 6.6.1.2. controls more than 50% of the voting rights attached to the shares;
  - or
  - 6.6.1.3. has the right to appoint one or more directors to the board of the company;
- 6.6.2. In articles 6.4 and 6.5, article 37.2 and article 38.2 “connected person” means:
  - 6.6.2.1. a child, parent, grandchild, grandparent, brother or sister of the director;
  - 6.6.2.2. the spouse or civil partner of the director or of any person falling within paragraph 6.6.2.1 above;
  - 6.6.2.3. a person carrying on business in partnership with the director or with any person falling within paragraph 6.6.2.1 or 6.6.2.2 above;
  - 6.6.2.4. an institution which is controlled –
    - 6.6.2.4.1. by the director or any connected person falling within paragraph 6.6.2.1, 6.6.2.2 or 6.6.2.3 above; or
    - 6.6.2.4.2. by two or more persons falling within sub-paragraph 6.6.2.4.1, when taken together
  - 6.6.2.5. a body corporate in which –
    - 6.6.2.5.1. the director or any connected person falling within paragraphs 6.6.2.1 to 6.6.2.3 has a substantial interest; or
    - 6.6.2.5.2. two or more persons falling within sub-paragraph 6.6.2.4.1 who, when taken together, have a substantial interest.

6.6.3. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

## **MEMBERS**

7.
  - 7.1. Membership is open to other individuals or organisations who:
    - 7.1.1. apply to the charity in the form required by the directors; and
    - 7.1.2. are approved by the directors.
  - 7.2. Membership is not transferable.
  - 7.3. The directors must keep a register of names and addresses of the members.

## **CLASSES OF MEMBERSHIP**

8. The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members and publish those rights and obligations in accordance with the Rules.

## **TERMINATION OF MEMBERSHIP**

9. Membership is terminated if:
  - 9.1. the member dies or, if it is an organisation, ceases to exist;
  - 9.2. the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
  - 9.3. any sum due from the member to the charity is not paid in full within such period of it falling due as the Board may from time to time determine;
  - 9.4. the member is removed from membership by a resolution of the directors that it is in the best interest 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:
    - 9.4.1. the member has been given at least twenty-one 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;
    - 9.4.2. the member has been allowed to make written representations to (but may not attend) the meeting.

## **GENERAL MEETINGS**

10. An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
11.
  - 11.1. The directors may call a general meeting at any time.
  - 11.2. The directors must call a general meeting if required to do so by the members under the Companies Acts.
  - 11.3. The directors shall determine whether a general meeting is to be held as an electronic general meeting or a physical general meeting or a combination of the two. The directors may call general meetings whenever and at such times and places (including electronic platforms) as they shall determine.

## **NOTICE OF GENERAL MEETINGS**

12.
  - 12.1. The minimum periods of notice required to hold a general meeting of the charity are:



12.1.1. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

12.1.2. fourteen clear days for all other general meetings.

12.2. The notice shall specify whether the meeting shall be an electronic general meeting or a physical general meeting or, in accordance with article 12.3 a combination of the two. The notice of general meeting (including any notice given by means of a website) shall specify the place, date and time of the physical meeting, details of any electronic platform for the meeting, whether the meeting will be an annual general meeting and the general nature of the business to be transacted. If the notice is made available by means of a website, it must be available until the conclusion of the meeting. Any electronic platform may vary from time to time and from meeting to meeting as the directors, in their sole discretion, sees fit.

The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

12.3. The directors may resolve to hold a general meeting as an electronic general meeting in addition to a physical general meeting and allow members entitled to attend a general meeting by electronic means. Those members attending by electronic means and present at the electronic general meeting shall be counted in the quorum for, and entitled to vote at, the general meeting in question in addition to those members present at the general meeting and attending the physical meeting location. The meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that members attending the electronic general meeting who are not present together at the same place may, by electronic means, participate at it. Nothing in these articles prevents a general meeting being held both physically and electronically.

12.4. For the purposes of article 12.3, the right of a member to participate in the business of any general meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Acts or these articles to be made available the meeting.

12.5. The directors and, at any electronic general meeting, the chair may make any arrangement and impose any requirement or restriction as is:

12.5.1. necessary to ensure the identification of those taking part and the security of the electronic communication; and

12.5.2. proportionate to those objectives.

In this respect the charity is able to authorise any voting application, system or facility for electronic general meetings as it sees fit.

12.6. The notice must be given to all the members and to the directors and auditors.

13. 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**

14.

14.1. No business shall be transacted at any general meeting unless a quorum is present.

- 14.2. A quorum is twenty members present or by proxy and entitled to vote upon the business to be conducted at the meeting.
  - 14.3. The authorised representative of a member organisation shall be counted in the quorum.
- 15.
- 15.1. If:
    - 15.1.1. a quorum is not present within thirty minutes from the time appointed for the meeting; or
    - 15.1.2. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
  - 15.2. The directors 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.
  - 15.3. If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 16.
- 16.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
  - 16.2. If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
  - 16.3. If there is only one director present and willing to act, he or she shall chair the meeting.
  - 16.4. If no director is present and willing to chair the meeting within thirty minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 17.
- 17.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - 17.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - 17.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - 17.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 18.
- 18.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:
    - 18.1.1. the person chairing the meeting; or
    - 18.1.2. at least two members present in person or by proxy and having the right to vote at the meeting.
  - 18.2.
    - 18.2.1. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - 18.2.2. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

- 18.3.
- 18.3.1. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 18.3.2. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 18.4.
- 18.4.1. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 18.4.2. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 18.5.
- 18.5.1. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.5.2. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 18.5.3. The poll must be taken within thirty days after it has been demanded.
- 18.5.4. 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.
- 18.5.5. 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**

- 19.
- 19.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 19.1.1. states the name and address of the member appointing the proxy;
- 19.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 19.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 19.1.4. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 19.2. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 19.4. Unless a proxy notice indicates otherwise, it must be treated as –
- 19.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 19.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **DELIVERY OF PROXY NOTICES**

- 19.5. 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.

- 19.6. 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.
- 19.7. 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.
- 19.8. 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**

20.

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

## **VOTES OF MEMBERS**

21. 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.

22.

- 22.1. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 22.2. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- 22.3. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

## **DIRECTORS AND THEIR APPOINTMENT**

23.

- 23.1. The business of the charity shall be conducted by the Board which shall be constituted as follows: -
  - 23.1.1. The Officers (see article 23.2);
  - 23.1.2. The Chief Executive;
  - 23.1.3. An Independent Non-Executive Director;
  - 23.1.4. Up to three other directors appointed by the Board;

- 23.2. The Officers (subject to ratification by the charity in General Meeting) shall consist of: -
- 23.2.1. The Junior Vice-President
  - 23.2.2. The Vice President
  - 23.2.3. The President
  - 23.2.4. The Senior Vice-President
  - 23.2.5. The Honorary Treasurer
  - 23.2.6. The Honorary Secretary
- 23.3. The directors may attend but shall not be entitled to vote at the Council Meetings. For the avoidance of doubt directors are not Council Members.
- 23.4.
- 23.4.1. The maximum and minimum number of directors shall be determined by the charity in General Meeting, but unless and until so fixed, shall be a maximum of eleven and a minimum of eight.
  - 23.4.2. Six members of the Board, which must include either the Chief Executive or the Independent Non-Executive Director, shall form a quorum for the transaction of the business of the charity.
- 23.5. Subject always to the provisions of the Charities Acts from time to time in force and the provisions of articles 23.6 and 23.7:-
- 23.5.1. the directors may be paid all reasonable expenses properly incurred by them in attending and returning from Council Meetings or General Meetings of the charity or in connection with the business of the charity other than the Annual General Meeting as determined by the Council from time to time;
  - 23.5.2. payment in good faith may be made of reasonable and proper remuneration to any director in return for services actually rendered to the charity.
- 23.6. Payment in good faith may be made of reasonable and proper remuneration to:
- 23.6.1. the trustee acting as President for any loss of earnings incurred as a result of acting as President whilst being a trustee; and
  - 23.6.2. the trustee acting as President to receive and retain payment under this clause even though he or she is a trustee of the charity.
- 23.7. The Commission directs that each time the authority contained in article 23.6 is used:
- 23.7.1. the unconflicted trustees may only pay the trustee acting as President under article 23.6 if:
    - 23.7.1.1. the amount or maximum amount of the payment is set out in writing and reflects:
      - 23.7.1.1.1. the reasonable value of the work carried out by that trustee for the charity; or
      - 23.7.1.1.2. the earnings lost by the trustee when acting for the charity whichever is the lower amount;
    - 23.7.1.2. the unconflicted trustees are satisfied that it is in the best interests of the charity to reimburse the trustee acting as President for earnings lost as a result of acting as a trustee;
    - 23.7.1.3. the total number of trustees:
      - 23.7.1.3.1. receiving any payment from the Charity under any provision; and
      - 23.7.1.3.2. connected to a person receiving any payment from the charity under any provision
- constitutes a minority of the charity trustees in office.

- 23.7.2. The unconflicted trustees must have regard to the Commission's guidance on payments to trustees before they decide to reimburse a trustee for any earnings lost as a result of acting as a trustee in the role of President;
- 23.7.3. The duty of care in section 1(1) of the Trustee Act 2000 applies when the unconflicted trustees are making the decision to reimburse a trustee for any earnings lost as a result of acting as a trustee
- 23.7.4. The following persons must not take part in any discussions or decisions in relation to any payment, or any matter connected with any payment, made under article 23.6:
  - 23.7.4.1. any trustee receiving payment under article 23.6; and
  - 23.7.4.2. any trustee connected to a person receiving payment under article 23.6.

24.

24.1. A director must be a natural person aged 16 years or older.

24.2. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 28.

25. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

## **POWERS OF DIRECTORS**

26.

26.1. 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 Companies Acts, the articles or any special resolution.

26.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

26.3. 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.

## **RETIREMENT OF DIRECTORS**

27.

27.1. The Board may in accordance with article 27.3 fill a vacated office by electing a person thereto whether or not already holding a position within the charity unless at such meeting it is expressly resolved not to fill such vacated office.

27.2. The charity may by ordinary resolution, of which special notice has been given in accordance with Section 312 Companies Act 2006, remove any director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the charity and such director.

27.3. The Board may appoint or co-opt a Member in place of a director removed from office under the immediately preceding Article. The Board may appoint any person to be a director to fill a casual vacancy.

27.4. The Board may remove any director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the charity and such director

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

28. A director shall cease to hold office if he or she:

- 28.1. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 28.2. 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 that provision);
- 28.3. is an Officer and ceases to be a member of the charity;
- 28.4. in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- 28.5. resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect).

## **REMUNERATION OF DIRECTORS**

29. The directors must not be paid any remuneration unless it is authorised by article 6.

## **PROCEEDINGS OF DIRECTORS**

30.
  - 30.1. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
  - 30.2. The Honorary Secretary (if any) must call a meeting of the directors if requested to do so by not less than one third of the directors.
  - 30.3. Questions arising at a meeting shall be decided by a majority of votes.
  - 30.4. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - 30.5. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
31.
  - 31.1. 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. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
  - 31.2. The quorum shall be determined in accordance with Article 23.4.2.
  - 31.3. 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.
32. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
33.
  - 33.1. The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
  - 33.2. 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 thirty minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
  - 33.3. The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
  - 33.4. A resolution in writing or in electronic form agreed by a simple majority 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:

33.4.1. a copy of the resolution is sent or submitted to all the directors eligible to vote; and

33.4.2. a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

33.5. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **DELEGATION**

34.

34.1. The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

34.2. The directors may revoke or alter a delegation.

34.3. All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **DECLARATION OF DIRECTORS' INTERESTS**

35. A director 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 director must absent himself or herself from any meeting 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).

## **CONFLICTS OF INTERESTS**

36.

36.1. 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 the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

36.1.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

36.1.2. 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

36.1.3. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

36.2. In this article a conflict of interest 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 director or to a connected person.

## **VALIDITY OF DIRECTORS' DECISIONS**



37.

- 37.1. Subject to article 38.2, 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:
- 37.1.1. who was disqualified from holding office;
  - 37.1.2. who had previously retired or who had been obliged by the constitution to vacate office;
  - 37.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
  - 37.1.4. the vote of that director; and
  - 37.1.5. that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- 37.2. Article 38.1 does not permit a director or a connected person 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 article 38.1, the resolution would have been void, or if the director has not complied with article 36.

## **SEAL**

38. 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 Honorary Secretary (if any) or by a second director

## **MINUTES**

39. The directors must keep minutes of all:
- 39.1. appointments of officers made by the directors;
  - 39.2. proceedings at meetings of the charity;
  - 39.3. meetings of the directors and committees of directors including:
    - 39.3.1. the names of the directors present at the meeting; and
    - 39.3.2. the decisions made at the meetings.

## **ACCOUNTS**

- 40.
- 40.1. The directors 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.
- 40.2. The directors must keep accounting records as required by the Companies Acts.

## **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 41.
- 41.1. The directors must comply with the requirement of the Charities Act 2011 with regard to the:
- 41.1.1. transmission of the statements of account to the Commission;
  - 41.1.2. preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - 41.1.3. preparation of an Annual Return and its transmission to the Commission.
- 41.2. The directors 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**

- 42.
- 42.1. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
  - 42.2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
43. Any notice to be given to or by any person pursuant to the articles:
- 43.1. must be in writing; or
  - 43.2. must be given in electronic form.
- 44.
- 44.1. The charity may give any notice to a member either:
    - 44.1.1. personally; or
    - 44.1.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
    - 44.1.3. by leaving it at the address of the member; or
    - 44.1.4. by giving it in electronic form to the member's address; or
    - 44.1.5. by placing the notice and/or any other documents on the member's secure area of the charity's website and providing the members with a notification in writing or in electronic form of the presence of the notice and/or any other documents on the website. The notification must state that it concerns a notice of a charity meeting, must specify the place, date and time of the meeting.
  - 44.2. 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.
45. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 46.
- 46.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - 46.2. Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
  - 46.3. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
    - 46.3.1. 48 hours after the envelope containing it was posted; or
    - 46.3.2. in the case of an electronic form of communication, 48 hours after it was sent.

## **INDEMNITY**

- 47.
- 47.1. The charity shall indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
  - 47.2. In this article a "relevant director" means any director or former director of the charity.

## **RULES**

48.

- 48.1. The directors shall 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.
- 48.2. The rules or bye laws shall regulate the following matters but are not restricted to them:
  - 48.2.1. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscription and other fees or payments to be made by members;
  - 48.2.2. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - 48.2.3. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - 48.2.4. generally, all such matters as are commonly the subject matter of company or charity rules.
- 48.3. Notwithstanding the provisions of Article 49.1 the charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 48.4. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 48.5. The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles. In the event of any conflict between these Articles and such rules or bye laws then the provisions of these Articles shall prevail.

## **DISSOLUTION**

49.

- 49.1. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or 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:
  - 49.1.1. directly for the Objects; or
  - 49.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
  - 49.1.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 49.2. Subject to any such resolution of the members of the charity, the directors 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:
  - 49.2.1. directly for the Objects; or
  - 49.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
  - 49.2.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 49.3. 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) and if no resolution in accordance with article 50.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.