**Company limited by guarantee no. 02691654**
**Incorporated 27 February 1992**
**Registered charity no.1009826**

Companies Act 2006
Company not having a share capital

# THE SOCIETY FOR THE STUDY OF ADDICTION

**Articles of association**
**Passed by special resolution on 9 November 2023**

## 1 NAME

1.1 The company's name is The Society for the Study of Addiction (and in this document it is called "the charity").

1.2 The name may be changed by an ordinary resolution of the members.

## 2 INTERPRETATION

2.1 In the articles:

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

"the articles" means the charity's articles of association;

"Charities Act" means the Charities Act 2011;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;

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

"Companies Act" means the Companies Act 2006 insofar as it applies to the charity;

"conflicted trustee" means a trustee in respect of whom a conflict of interest arises or may reasonably arise because the conflicted trustee or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the charity;

"connected person" means:
(a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
(b) the spouse or civil partner or the trustee or of any person falling within paragraph (a)

above;

(c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b) above;
(d) an institution which is controlled by the trustee or any connected person falling within paragraph (a), (b) or (c) above;
(e) an institution which is controlled by two or more trustees or connected persons falling within paragraph (a), (b) or (c) above, when taken together;
(f) a body corporate in which the trustee or any connected person failing within paragraphs (a), (b) or (c) above has a substantial interest;
(g) a body corporate in which two or more trustees or connected persons falling within paragraphs (a), (b) or (c) above who, when taken together, have a substantial interest;

and sections 350(1) to 352(2) of the Charities Act apply for the purposes of interpreting the terms used in this definition;

"custodian" means a person or body who undertakes safe custody of assets or of documents or records relating to them;

"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;

"financial expert" means an individual, company or firm, including a limited liability partnership, who is authorised to give investment advice under the Financial Services and Markets Act 2000;

"the memorandum" means the charity's memorandum of association.

"nominee company" means a corporate body registered or having an established place of business in England or Wales which holds title to property for another;

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

"the seal" means the common seal of the charity if it has one;

"secretary" means any person appointed to perform the duties of a secretary of the charity;

"the trustees" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act ;

"unconflicted trustee" means a trustee who is not a conflicted trustee;

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

"written" or "in writing" refers to a legible document on paper or a document sent by electronic means which is capable of being printed out in paper; and

the singular includes the plural and vice versa.

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

2.3 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.

## 3 LIABILITY OF MEMBERS

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the charity's debts and liabilities incurred before he or she ceases to be a member; payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories among themselves.

## 4 OBJECTS

4.1 The charity's objects ("Objects") are the advancement of the education of the public on matters relating to dependence on alcohol and drugs and other forms of dependence associated with compulsive behaviour; and the relief of persons suffering from dependence on alcohol and drugs and from other forms of dependence associated with compulsive behaviour.

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 section 2 of the Charities Act (Northern Ireland) 2008.

## 5 POWERS

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

5.1 to provide advice or information;

5.2 to conduct and provide facilities and grants for research and to make public the results of such research;

5.3 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

5.4 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.5 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 the Charities Act;

5.6 to acquire any rights or privileges necessary for the promotion of the objects, and to sell or otherwise dispose of any such rights;

5.7 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 the Charities Act if it wishes to mortgage land;

5.8 to co-operate with other charities, voluntary bodies, statutory authorities, and educational, research and medical institutions, and to exchange information and advice with them;

5.9 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, and to subscribe or guarantee any money for charitable purposes calculated to further its objects;

5.10 to acquire, merge with or to enter into any partnership or joint venture arrangement calculated to further its objects;

5.11 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee or connected person only to the extent it is permitted to do so by articles 6 and 7 and provided it complies with the conditions in those articles;

5.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.13 to deposit or invest its funds in any manner, but to invest only after obtaining such advice from a financial expert as the trustees consider necessary, and having regard to the suitability of investments and the need for diversification;

5.14 to delegate the management of investments to a financial expert, but only on terms that:

(a) the investment policy is set down in writing for the financial expert by the trustees;

(b) timely reports of all transactions are provided to the trustees;

(c) the performance of the investments is reviewed regularly with the trustees;

(d) the trustees are entitled to cancel the delegation arrangement at any time;

(e) the investment policy and the delegation arrangement are reviewed at least once a year;

(f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and

(g) the financial expert must not do anything outside the powers of the charity;

5.15 to arrange for investments or other property of the charity to be held in the name of a nominee company acting under the direction of the trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;

5.16 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;

5.17 to provide indemnity insurance for the trustees in accordance with, and subject to the

conditions in, section 189 of the Charities Act .

## 6 APPLICATION OF INCOME AND PROPERTY

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

6.2 A trustee:

(a) 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) 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 ;

(c) may receive an indemnity from the charity in the circumstances specified in article 46;

(d) may not receive any other benefit or payment unless it is authorised by article 7.

6.3 Subject to article 7, none of the property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee or connected person receiving a benefit from the charity in the capacity of a beneficiary of the charity, or reasonable and proper remuneration for any goods or services provided to the charity.

## 7 BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

7.1 No trustee or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public; or

(b) sell goods, services, or any interest in land to the charity; or

(c) be employed by, or receive any remuneration from, the charity; or

(d) receive any other financial benefit from the charity

unless the payment is permitted by article 7.3, or authorised by the court or the Charity Commission.

7.2 In article 7.1 a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

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

7.3 A trustee or connected person may:

(a) receive benefits such as publications from the charity in the capacity of a member of the charity, provided all other members are entitled to the same benefits;

(b) receive a benefit from the charity in the capacity of a beneficiary of the charity,

provided that a majority of the trustees do not benefit in this way;

(c) 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, section 185 to 186 of the Charities Act ;

(d) subject to article 7.5, provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person;

(e) 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 trustees;

(f) receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;

(g) take part in the normal trading and fundraising activities of the charity on the same terms as members of the public;

7.4 Subject to article 8, a trustee or connected person who is employed by or has any other financial relationship with an organisation or institution may receive a direct or indirect benefit arising from:

(a) a benefit provided by the charity to the organisation or institution as a beneficiary of the charity;

(b) a benefit provided by the charity to a third party beneficiary of the charity who is associated with the organisation or institution, in particular but not exclusively bursaries or scholarships provided to students or researchers at or associated with the organisation or institution;

(c) a contract, transaction or arrangement entered into by the charity with the organisation or institution.

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

7.5 The charity and its trustees may only rely upon the authority provided by article 7.3(d) if each of the following conditions is satisfied:

(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be), and the trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity;

(b) 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;

(c) the other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person, and in reaching that decision the trustees have balanced the advantage of contracting with a trustee or connected person against the disadvantages of doing so;

(d) the supplier is absent from the part of any meeting at which there is discussion of the

proposal to enter into a contact or arrangement with him or her or it with regard to the supply of goods to the charity;

(e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting during such vote;

(f) the reason for their decision is recorded by the trustees in the minute book; and

(g) a majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.

7.6 In articles 7.3, 7.4 and 7.5, "charity" includes any company in which the charity holds more than 50% of the shares, or controls more than 50% of the voting rights attached to the shares, or has the right to appoint one or more directors to the board of the company.

## 8 DECLARATON OF TRUSTEES' INTERESTS

8.1 A trustee must declare the nature and extent of any interest, direct or indirect, which he, she or a connected person 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.

8.2 After providing any information requested by the trustees, a trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

8.3 An interest in which a trustee has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of the trustee.

## 9 CONFLICTS OF LOYALTIES

9.1 If a conflict of loyalties arises for a trustee because of a duty of loyalty owed to another organisation, institution or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation, institution or person;

(b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at that part of the meeting; and

(c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of loyalties in the circumstances applying.

9.2 In this article 9 a conflict of loyalties arising because of a duty of loyalty owed to another organisation, institution or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

## 10 MEMBERS

10.1 The subscribers to the memorandum are the first members of the charity.

10.2 Membership is open to individuals who apply to the charity in the form required by the trustees, and are approved by the trustees.

10.3 (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The trustees must consider any written representations the application may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

10.4 Membership is not transferable.

10.5 The trustees must keep a register of names and addresses of the members, dates of becoming and ceasing to be a member, and if applicable the class of membership.

10.6 (a) The membership subscription is set annually by the trustees, who may set different subscriptions for different classes of members, or agree to charge no subscription to a class or classes of members.

(b) The subscription must be paid in pounds sterling unless the trustees agree otherwise.

(c) The subscription is due on 1 January each year unless a different date is set by the trustees.

## 11 CLASSES OF MEMBERSHIP

11.1 (a) Membership is open to individuals with appropriate academic or professional qualifications or experience, who apply and are admitted under the provisions of article 10.2, and who pay their membership subscription.

(b) Members have voting rights and are entitled to attend general meetings and to stand for election or co-option to the Board of Trustees.

(c) The trustees may, in rules or bye-laws made under article 47, establish different classes of membership (including non-voting membership), prescribe their respective rights, duties, obligations and privileges, and determine conditions for admission to, and termination of membership of, members.

(d) The benefits of each class of membership are determined by the trustees and may be changed at any time. Where the change is detrimental to members of a particular class, at least three months' notice must be given.

11.2 Other references in these articles to “members” and “membership” do not apply to non-voting members and non-voting members do not qualify as members for any purpose under the Companies Act.

11.3 The rights and benefits of membership cease on termination of membership.

## 12 TERMINATION OF MEMBERSHIP

Membership is terminated if:

12.1 the member dies;

12.2 the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;

12.3 any sum due from the member to the charity is not paid in full within six months of it falling due;

12.4 the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated.

(a) Reasons for removal may include contravening the principles of the charity or the membership code of practice, being removed by a regulatory authority from being able to practice, being found guilty of malpractice, bringing the charity or its members or the profession into disrepute. This list is not exhaustive.

(b) A resolution to remove a member from membership may only be passed if the member has been given at least fourteen days’ notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed, and the member or, at the option of the member, the member’s representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

## 13. ASSOCIATE STATUS

13.1 Associate status may be offered by the trustees to persons who provide specified services to the charity or who meet other criteria for eligibility set by the trustees from time to time. The trustees decide whether such status is for a specified period only or may be renewed.

13.2 The trustees shall determine the level of annual fee, if any, to be paid by associates.

13.3 Associates are not members of the charity, do not have voting rights or the right to attend general meetings, and may not stand for election to the Board of Trustees.

13.4 The benefits of associate status are determined by the trustees and may be changed at any time. The benefits may include invitations to attend general meetings, but may not include voting rights.

13.5 Associate status may be terminated by the trustees at any time if the associate ceases to meet the criteria for eligibility. If the associate has paid an annual fee, the trustees shall determine

the proportion, if any, to be refunded.

## 14 GENERAL MEETINGS

14.1 General meetings are the meetings of the members.

14.2 The trustees may call a general meeting at any time, and must do so if requested by the members under section 303 of the Companies Act.

14.3 A general meeting may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants.

## 15 NOTICE OF GENERAL MEETINGS

15.1 The minimum period of notice required to hold a general meeting of the charity is fourteen clear days.

15.2 A general meeting may be called at shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

15.3 The notice must be in writing and must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act and articles 22 and 23.

15.4 The notice must be given to all the members, the trustees, and the independent examiner or auditors.

15.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

## 16 QUORUM

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

16.2 A quorum is ten members, present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

16.3 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

16.4 If the general meeting forms part of an event scheduled to last six hours or more, the meeting may be adjourned to later the same day or the following day.

16.5 If the meeting is not adjourned to later the same day or the following day, the reconvened meeting must be held between fourteen and thirty days after the original date, and the trustees must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

## 17 CHAIRPERSON

17.1 General meetings shall be chaired by the person who has been appointed president by the trustees.

17.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, the vice president shall chair the meeting. If there is no vice president or he or she is not present, a trustee nominated by the trustees shall chair the meeting.

17.3 If there is only one trustee present and willing to act, he or she shall chair the meeting.

17.4 If no trustee is present and willing to chair the meeting within fifteen 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.

## 18 ADJOURNMENT

18.1 The members present in person or by proxy at a general meeting may resolve by ordinary resolution that the meeting shall be adjourned.

18.2 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, or the resolution specifies that it shall be left to the trustees to decide the details.

18.3 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.

18.4 If a meeting is adjourned by 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.

## 19 REMOTE VOTING

19.1 The trustees may, but are not required to, allow voting by post and/or electronically on any resolution put to a general meeting. If postal and/or electronic voting is to be allowed for a

meeting, details of how to vote in this way must be included in the notice of the meeting.

19.2 The trustees may, in rules or bye-laws made under article 47, determine the procedure for voting by post and/or electronically on any resolution put to a general meeting, including the procedures for counting and verifying votes cast by post and/or electronically and the records to be kept of such votes.

19.3 A member who votes by post or electronically and subsequently attends the meeting or, if the meeting is adjourned, a reconvened meeting, is not entitled to vote in person at the meeting, nor is a person who attends the meeting as a proxy for the member.

## 20 VOTING

20.1 Any vote at a general meeting shall be taken by a show of hands, unless before, or on the declaration of the result of, the show of hands a poll is demanded under the provisions of article 21.

20.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered. The decision of the person who is chairing the meeting shall be final.

20.3 Votes cast by post or electronically must be added to the votes cast at the meeting before the result of the vote is announced.

20.4 In the case of an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall be entitled to a second or casting vote.

20.5 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

20.6 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast, and the number or proportion cast at the meeting or by post or electronically, need not be recorded.

## 21 POLL

21.1 A poll may be demanded by the person chairing the meeting, or by at least two members present in person or by proxy and having the right to vote at the meeting.

21.2 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.

21.3 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.

21.4 A poll must be taken as the person who is chairing the meeting directs. The chair may appoint scrutineers (who need not be members).

21.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

21.6 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. The person chairing the meeting may fix a time and place for declaring the results of the poll.

21.7 A poll which is not taken immediately must be taken within thirty days after it has been demanded. At least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

21.8 Votes cast by post or electronically must be added to the votes cast in the poll before the result of the poll is announced.

21.9 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

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

## 22 CONTENT OF PROXY NOTICES

22.1 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(d) 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.

22.2 The proxy notice shall be in the following form, or such other form as determined by the trustees.

SOCIETY FOR THE STUDY OF ADDICTION

I/We _____ of [address] _____ being a member of the Society for the Study of Addiction appoint

(see note 1) the chairperson of the meeting /

_____ of _____

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Society to be held at [place] on [date] and at any adjournment thereof.

*My/our votes are to be cast on the resolutions below as indicated with an X.*

| *RESOLUTION* | *FOR* | *AGAINST* | *ABSTAIN* |
|---|---|---|---|
| *That [text of resolution]* | ____ | ____ | ____ |

*That [text of resolution]* ____ ____ ____

*Where no voting instruction is given,* the proxy may vote or abstain from voting on any resolution as he or she may think fit.

Signature

Dated this _____ day of _____20__

NOTES

1. If you wish you may delete the words 'the chairperson of the meeting' and insert the name and address of your own choice of proxy. Please initial such alteration. The proxy does not have to be a member of the company.

2. This document may be returned to the company by post or by hand to [address], by fax to [fax number], or as an email attachment to [email address]. [Delete any which do not apply, or add other options as appropriate.]

4. This proxy form must reach the Society's registered office not less than 48 hours before the time fixed for the meeting. Saturday, Sunday, Christmas, Good Friday and bank holidays are not included in the 48 hours. A late proxy cannot be treated as valid.

5. If this proxy form is executed under a power of attorney or other authority such power of attorney or other authority must be lodged with the company along with the proxy form.

22.3 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

22.4 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.

22.5 Unless a proxy notice indicates otherwise, it must be treated as 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 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.

## 23 DELIVERY OF PROXY NOTICES

23.1 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.

23.2 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.

23.3 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.

23.4 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.

## 24 WRITTEN RESOLUTIONS

24.1 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:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) 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

(c) such agreement 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.

24.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## 25 BOARD OF TRUSTEES

25.1 A trustee must be a natural person aged 16 years or older.

25.2 A person proposed for election as a trustee must have been a member of the charity for at least two years at the time of election.

25.3 A person proposed for co-option as a trustee may be, but does not have to be, a member of the charity.

25.4 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 29.

## 26 NUMBER OF TRUSTEES

26.1 The number of trustees shall be not less than three and (unless otherwise determined by ordinary resolution of the members) no more than fifteen.

26.2 If the number of trustees is less than the number fixed as the quorum for a meeting of the trustees, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

26.3 At any time at least 75% of the total number of trustees must be ordinarily resident in the United Kingdom.

## 27 ELECTION OF TRUSTEES

27.1 Subject to article 28, trustees shall be elected from amongst the members in accordance with these Articles of Association and rules or bye-laws made by the trustees under article 47 to

govern the conduct of the election of trustees.

27.2 Elections to the Board of Trustees shall be held once in each calendar year. Not more than fifteen months may elapse between successive elections

27.3 Trustees elected from amongst the members serve until the declaration of the result of the elections held in the third year following the elections at which they were elected.

27.4 The trustees may, in rules or bye-laws made under article 47, establish limits on the number of terms a trustee can serve but in the absence of any such rules or bye-laws, there is no limit on the number of terms a trustee can serve.

27.5 A trustee retiring at the end of his or her elected term is eligible for re-election, provided the other trustees recommend that he or she be proposed for re-election by majority decision of the other trustees.

27.6 A person other than a retiring trustee may be elected a trustee only if:

(a) he or she is recommended for election by the trustees; or

(b) the charity is given notice in accordance with rules or bye-laws made by the trustees under article 47 that is signed by two members entitled to vote, stating that they wish to propose the appointment of a person as a trustee, and containing the details that, if the person were to be elected, the charity would have to file at Companies House. The notice must be signed by the person who is proposed, to show his or her willingness to be appointed.

27.7 All members who are entitled to vote in elections to the Board of Trustees must be given not less than seven nor more than twenty-eight clear days' notice of any election to the Board of Trustees.

27.8 All elections of trustees, even if uncontested, shall be by ballot, and a candidate shall be elected only if at least 50% of the members voting vote for her or him.

## 28 CO-OPTION OF TRUSTEES

28.1 The trustees may at any time co-opt any person who is willing to act to be a trustee, provided the number of trustees does not exceed the maximum set in article 26.1, and provided that at the time of co-option no more than one-third of the trustees are co-opted. A person co-opted as a trustee need not be a member of the charity.

28.2 Co-opted trustees have the same powers as elected trustees.

28.3 A co-opted trustee must retire on the third anniversary of his or her appointment. If he or she is eligible and willing to stand for election if recommended by the trustees or proposed by a member under article 27.6 he or she may stand for election. If he or she is not eligible or willing to stand for election, the trustees may, subject to article 28.4, re-co-opt him or her as a

trustee for a further term.

28.4 The trustees may, in rules or bye-laws made under article 47, establish limits on the number of terms a co-opted trustee can serve but in the absence of any such rules or bye-laws, there is no limit to the number of terms a co-opted trustee can serve.

## 29 DISQUALIFICATION AND REMOVAL OF TRUSTEES

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

29.1 ceases to be a company director by virtue of any provision in the Companies Act or is prohibited by law from being a director;

29.2 is disqualified from acting as a trustee by virtue of sections 178 to 184 of the Charities Act (or any statutory re-enactment or modification of that provision);

29.3 was a member of the charity when elected or co-opted as a trustee, and ceases to be a member;

29.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

29.5 resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

29.6 is absent from three consecutive meetings of the trustees and the trustees resolve that his or her office be vacated.

## 30 OFFICERS AND COORDINATORS

30.1 The officers shall be elected by the trustees annually from their own number, and consist of a president, a vice president and a treasurer. No officer may serve in the same role for more than eight years. However, under exceptional circumstances, an officer may serve up to a maximum of four further years, subject to the approval of at least 75% of other members of the board and on an annual basis.

30.2 The trustees may appoint annually such other officers as they wish.

30.3 In addition the president may recommend, and the trustees may appoint, such coordinators as they wish, with the responsibilities of the coordinators agreed by the trustees.

30.4 Officers and coordinators shall have no functions or powers except those conferred by the articles or by rules or bye-laws agreed under article 47, or delegated to them by the trustees.

## 31 COMPANY SECRETARY

The trustees may if they so resolve appoint any person to serve as company secretary, may set the remuneration if any of the secretary, and may revoke the appointment at any time.

## 32 POWERS OF TRUSTEES

32.1 The trustees shall manage the business of the charity and may exercise all the powers of the charity, unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.

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

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

## 33 PROCEEDINGS OF TRUSTEES

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

33.2 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees or in making decisions of the trustees by written resolution.

## 34 MEETINGS OF THE TRUSTEES

34.1 Any trustee may call a meeting of the trustees.

34.2 The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.

34.3 The minimum notice period for holding a meeting of the trustees is five working days. Shorter notice may be given if agreed by all the trustees. Notice of meetings of the trustees need not be in writing.

34.4 A meeting may, if the trustees so decide, be held by suitable electronic means agreed by the trustees, or trustees who are not physically present at a meeting may if agreed by the other trustees be allowed to participate in a meeting by suitable electronic means. In either case each participant must be able to communicate with all the other participants.

## 35 QUORUM

35.1 No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. “Present” includes being present by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

35.2 The quorum is 50% of the total number of trustees, or such larger number as may be decided from time to time by the trustees. At least one of the trustees present must be an officer.

35.3 A trustee must not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

## 36 CHAIRPERSON

36.1 Meetings of the trustees shall be chaired by the president or, in his or her absence, the vice president.

36.2 If both the president and vice president are unwilling to preside or are not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

## 37 VOTING

37.1 Decisions at a meeting of the trustees shall be made by a majority of votes.

37.2 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

## 38 WRITTEN RESOLUTIONS

38.1 A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees and to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.

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

## 39 DELEGATION

39.1 The trustees may delegate any of their powers or functions to a committee of two or more trustees appointed by them. A committee may be called a panel or any other name agreed by the trustees.

39.2 The terms of any delegation must be recorded in the minutes of the meeting at which the decision to delegate was made.

39.3 The trustees may revoke or alter a delegation.

39.4 The members of a committee may appoint advisors to the committee, who shall not be entitled to vote and who need not be members of the Society.

39.6 The terms of delegation must specify whether the relevant powers are to be exercised exclusively by the committee to whom they are delegated, or whether recommendations of the committee must be approved by one or more officers or the Board of Trustees before they can be implemented.

39.7 No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

39.8 The quorum for a meeting of a committee is two trustees.

39.9 A committee may choose to hold its meetings by electronic means or to allow participation by electronic means, provided that all participants can communicate with each other.

39.10 A resolution in writing or in electronic form agreed by a simple majority of the voting members of a committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held.

39.11 All acts and proceedings of a committee must be fully and promptly reported to the trustees.

## 40 VALIDITY OF TRUSTEES' DECISIONS

40.1 Subject to article 40.2, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office; or

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

40.2 Article 40.1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 40.1, the resolution would have been void, or if the trustee has not complied with article 8.

## 41 SEAL

If the charity has a seal it must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary (if any) or by a second trustee.

## 42 MINUTES

The trustees must keep minutes of all appointments of officers made by the trustees; proceedings at meetings of the charity; and meetings of the trustees and committees including the names of the trustees (or committee or panel members) present at the meeting, the decisions made at the meeting, and where appropriate the reasons for the decisions.

## 43 ACCOUNTS

43.1 The trustees must prepare accounts for each financial year as required by the Companies 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.

43.2 The trustees must keep accounting records as required by the Companies Act.

## 44 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

44.1 The trustees must comply with the requirements of the Charities Act with regard to the transmission of a copy of the statements of account to the Commission, preparation of an annual report and the transmission of a copy of it to the Commission, and preparation of an annual return and its transmission to the Commission.

44.2 The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## 45 MEANS OF COMMUNICATION TO BE USED

45.1 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 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.

45.2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

45.3 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given in electronic form.

45.4 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;

(d) by giving it in electronic form to the member's address; or

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

46.5 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.

45.5 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.

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

45.8 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.

45.9 In accordance with section 1147 of the Companies Act notice shall be deemed to be given 48 hours after the envelope containing it was posted, or in the case of an electronic form of communication, 48 hours after it was sent.

## 46 INDEMNITY

46.1 The charity may indemnify a relevant trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.

46.2 In this article a "relevant trustee" means any trustee or former trustee of the charity.

## 47 RULES

47.1 The trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the charity.

47.2 The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity 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 procedures at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) procedures for voting by post and/or electronically on any resolution put to a general meeting;

(f) the procedures for the conduct of elections of trustees from amongst the members;

(g) limits on the number of terms a trustee can serve;

(h) generally, all such matters as are commonly the subject matter of company rules.

47.3 The charity in general meetings has the power to alter, add to or repeal the rules or bye-laws.

47.4 The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

47.5 The rules or bye-laws shall be binding on all members of the charity.

47.6 No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## 48 DISPUTES

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

## 49 DISSOLUTION

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 directly for the Objects, or by transfer to any charity or charities for purposes similar to the Objects, or 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 trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred directly for the Objects, or by transfer to any charity or charities for purposes similar to the Objects, or 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. If no resolution in accordance with article 49.1 or 49.2 is passed by the members or the trustees, the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

## 50 AUDITORS

50.1 The auditors must be appointed or re-appointed, as the case may be, by an ordinary resolution of the members which may be passed by way of a written resolution or in a general

meeting.

50.2 The members may remove the auditors during any term of office in accordance with Sections 510–513 of the Companies Act. This requires an ordinary resolution of the members which must be passed at a general meeting.