

## **Articles of Association of the British Neuroscience Association**

1. The Company's name is the British Neuroscience Association and in this document it is called the Association.

2. Interpretation  
In the Articles:

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

'the Articles' means the Association's Articles of Association;

'the Association' means the company intended to be regulated by the Articles;

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

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

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

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

'the Council' means the board of directors of the Association, which is also the board of Trustees;

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

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

'the Officers' includes the President, President-Elect, Past President, Secretary and Treasurer;

'the Past President' means the immediately preceding President of the Association;

'the President' means the current President of the Association, usually the immediately preceding President-Elect;

'the President-Elect' means the current President-Elect of the Association, appointed in accordance with Article 32;

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

'the Secretary' means the current Secretary of the Association, elected by the members in accordance with Article 32;

'the Treasurer' means the current Treasurer of the Association, elected by the members in accordance with Article 32;

‘the Trustees’ means the directors of the Association. The Trustees are charity trustees as defined by section 177 of the Charities Act 2011 and company directors within the meaning of the Companies Acts;

‘the United Kingdom’ means Great Britain and Northern Ireland.

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

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

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 Association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) Payment of the Association’s debts and liabilities before he, she or it ceases to be a member;
- (2) Payment of costs, charges and expenses of winding up; and
- (3) Adjustment of the rights of the contributories amongst themselves.

### 4. Objects

- (1) The Association’s objects (‘Objects’) are specifically restricted to the following:

To preserve and protect health and advance public education in neurosciences related to health and disease (in particular but not exclusively) by:

- (a) Promoting on a multidisciplinary basis the study of the development structure and function of the nervous system in health and disease;
  - (b) Promoting the dissemination of information to all those interested in the neurosciences and related disciplines by means of lectures, discussions, meetings and reports from time to time obtained from such researchers;
  - (c) Advising as far as possible on issues in neurosciences related to health and disease;
  - (d) Endeavouring to increase public awareness and understanding of neuroscience research in health and disease;
  - (e) Assisting in the training of neuroscientists and other professionals engaged in neuroscience teaching and research;
  - (f) Representing the interests of neuroscience researchers and promoting the case for the advancement of neuroscience research in the United Kingdom to government, to agencies providing research funding and to bodies engaged in science administration, regulation and standards.
- (2) This Article 4 may be amended by Special Resolution but only with the prior written consent of the Charity Commission.

## 5. Powers

The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has the power:

- (1) To raise funds. In doing so, the Association must not undertake any taxable permanent trading activity and must comply with any statutory regulations;
- (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included with the Objects;
- (7) To acquire, merge with or enter into any partnership or joint venture arrangement with any other Association;
- (8) To establish, promote or acquire other companies, whether wholly or partially owned by the Association;
- (9) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (10) To employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a trustee only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- (11) To:
  - (a) Deposit or invest funds;
  - (b) Employ a professional fund manager; and
  - (c) Arrange for the investments or other property of the Association 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;

- (12) To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (13) To do all such other lawful things as may be necessary for the achievement of the Objects.

## 6. Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(2) Benefits to Trustees:

- (a) A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A Trustee may receive an indemnity from the Association in the circumstances specified in Article 53.
- (d) A Trustee may not receive any other benefit or payment unless it is authorised by Article 7.

(3) Subject to Article 7, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee receiving:

- (a) A benefit from the Association in the capacity of a beneficiary of the Association;
- (b) Reasonable and proper remuneration for any goods or services supplied to the Association.

7. Benefits and payments to Association Trustees and connected persons

(1) General provisions

No Trustee or connected person may:

- (a) Buy any goods or services from the Association on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to the Association;
- (c) Be employed by, or receive remuneration from, the Association;
- (d) Receive any other financial benefit from the Association;

unless the payment is authorised by sub-clause (2) of this Article, or authorised by the court or the Charity Commission.

(2) Scope and powers permitting Trustees' or connected persons' benefits

- (a) A Trustee or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association.
- (b) A Trustee 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 Association where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this Article a Trustee or connected person may provide the Association with goods that are not supplied in connection with the services provided to the Association by the Trustee or connected person.
- (d) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. 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 any other terms of the lease are under discussion.

- (e) A Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- (3) The Association and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this Article 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 Association 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 Association;
  - (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 Association to contract with the Supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
  - (d) The Supplier is absent from the part of the 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 Association;
  - (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;
  - (f) The reason for their decision is recorded by the Trustees in the minute book;
  - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 7.
- (4) In sub-clauses (2) and (3) of this Article:
  - (a) 'Association' includes any company in which the Association:
    - (i) Holds more than 50% of the shares; or
    - (ii) Controls more than 50% of the voting rights attached to the shares; or
    - (iii) Has the right to appoint one or more directors to the board of the company.
  - (b) 'connected person' includes any person within the definition in Article 58 'interpretation'.

#### 8. Declaration of Trustees' interests

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

#### 9. Conflicts of interest and conflicts of loyalties

- (1) If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the

Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (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 or person;
  - (b) The conflicted Trustee 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; and
  - (c) The unconflicted Trustees consider that it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.
- (2) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

#### 10. Members

- (1) Membership is open to individuals or organisations who:
  - (a) Apply to the Association in the form prescribed in the Rules;
  - (b) Support the objectives of the Association;
  - (c) Comply with any code of conduct in force at the time; and
  - (d) Are approved according to processes defined in the Rules.
- (2)
  - (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 Association 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 applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Members shall only be entitled to receive the benefits of membership as laid out in the Rules if payment of any fees or subscriptions due to the Association is up to date.
- (4) Membership is not transferable from one person to another.
- (5) The Trustees must keep a register of names and addresses of the members.

#### 11. Classes of membership

The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Rules of the Association. This shall include which categories of members are entitled to vote.

#### 12. Termination of membership

Membership is terminated if:

- (1) The members dies or, if it is an organisation, ceases to exist;
- (2) The member resigns by written notice to the Association unless, after the resignation, there would be fewer than twenty members;
- (3) Any sum due from the member to the Association is not paid in full within six months of it falling due;

- (4) The member is removed from membership by a resolution of the Council that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) The member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.
- (5) A member who resigns is not entitled to a refund of all or part of any fees or subscriptions paid to the Association.
- (6) Where a membership has lapsed due to non-payment of fees, that membership may be reinstated on payment of the appropriate fees without the need to re-apply.

#### 13. General meetings

- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (2) The Trustees may call a general meeting at any time.
- (3) A general meeting must be called if requested by at least 5% of the members or as otherwise defined from time to time by the Companies Acts.

#### 14. Notice of general meetings

- (1) The minimum periods of notice required to hold a general meeting of the Association are:
  - (a) Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) Fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. 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 21.
- (4) The notice must be given to all members and to the Trustees and auditors or external examiners.

- 15. The proceedings of 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 Association.

#### Proceedings at general meetings

- 16. (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:
    - (a) Fifteen members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting if the meeting is an annual general meeting; or
    - (b) Ten members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting if the meeting is any other general meeting.
  - (3) The authorised representative of a member organisation shall be counted in the quorum.
17. (1) If:
- (a) A quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) During a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (3) 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.
18. (1) General meetings shall generally be chaired by the President of the Association.
- (2) If the President is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
  - (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
  - (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 in proxy and entitled to vote must choose one of their number to chair the meeting.
19. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (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.
  - (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.
  - (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.
20. (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:
- (a) By the person chairing the meeting; or
  - (b) By at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) By a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting.



- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) a poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### 21. Content of proxy notices

- (1) Proxies may only validly be 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 Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered by a particular date and to a particular address and in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) 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
  - (b) 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.

#### 22. Delivery of proxy notices

- (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 Association by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (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.
- (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.

### 23. Written resolutions

- (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) 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.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### Votes of members

24. Subject to Article 11, every paid-up member in a category eligible to vote, whether an individual or an organisation, shall have one vote.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second, or casting vote.

26. 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.

27. (1) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association.
- (2) The organisation must give written notice to the Association 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 Association. The representative may continue to represent the organisation until written notice to the contrary is received by the Association.
- (3) Any notice given to the Association will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The

Association shall not be required to consider whether the representative has been properly appointed by the organisation.

#### Trustees

28. (1) A Trustee must be a natural person aged 16 years or older.  
(2) No-one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 35.
29. The minimum number of Trustees shall be seven and the maximum shall be twelve.
30. A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Council.
31. Powers of Trustees
  - (1) The Trustees shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
  - (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
  - (3) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

#### Appointment and retirement of Trustees

32. Subject to these Articles, the Trustees shall be appointed:
  - (1) By election of those members entitled to vote, such elections to be held in accordance with the Rules; with the exceptions that
    - (a) The President-Elect is appointed by the Council;
    - (b) The President and Past-President are appointed automatically on expiry of their term as President-Elect and President respectively;
    - (c) The Council may appoint up to three additional Trustees to fill specific skills gaps, provided the total number of Trustees does not exceed that specified in Article 29 and provided the number of appointed Trustees does not thereby exceed the number of elected Trustees.
  - (2) No one shall be appointed as a Trustee if:
    - (a) He or she is under 16 years of age; or
    - (b) He or she would be disqualified from office under the provisions of Article 35; or
    - (c) He or she has not indicated in Writing to the Association that they are willing to be appointed; or
    - (d) He or she has not been a member of the Association for at least one year at the time of his or her appointment as a Trustee, with the exception of the President-Elect and up to three appointed Trustees, who may become members on assumption of office.
33. For all Trustees except the President, the President-Elect and the Past President:
  - (1) the term of office shall be four years;

- (2) At the annual general meeting at which their term of office is due to expire, or at the next Council meeting after the end of their term if the Trustee was not appointed at an annual general meeting, each Trustee shall retire and this retirement shall take effect upon the conclusion of the meeting;
- (3) Each Trustee may be re-elected or re-appointed for one further four-year term, after which a period of at least one year must elapse before he or she can stand for election again, unless he or she is elected or appointed as an Officer.

34. For the President, President-Elect and Past President:

- (1) The President-Elect's term of office shall be two years, beginning immediately after appointment, and followed without further appointment by two years as President and a further two years as Past President;
- (2) At the annual general meeting at which his or her term of office is due to expire, or at the next annual general meeting after that date if the Past President was not appointed at an annual general meeting, he or she shall retire and this retirement shall take effect upon the conclusion of the meeting;
- (3) If a President-Elect or President is unable to complete his or her term of office, the Trustees may appoint an alternative President-Elect or President, as the case may be, with immediate effect. Such newly-appointed person shall hold office until the expiry of the term of office of the original post-holder;
- (4) A Past President may not hold further office for the Association as President-Elect or President.

35. Disqualification and removal of Trustees

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

- (1) Ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;
- (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 those provisions);
- (3) Ceases to be a member of the Association;
- (4) In the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (5) Resigns as a Trustee by notice given to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (6) Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated;
- (7) Is removed by the members at a General Meeting under the provisions of the Companies Acts;

- (8) Is guilty of conduct that jeopardises the ability of the Association to promote its Objects or risks undermining the goodwill or reputation of the Association or causing it harm, and the remaining Trustees resolve by majority to remove him or her, save that the Trustee in question shall be given reasonable opportunity to make representations in person or in writing (at the discretion of the remaining Trustees) in his or her defence; or
- (9) In the opinion of the majority of the other Trustees, after a fair and transparent review, the Trustee is found to be consistently failing to meet the standards required of their role, and this failure is hindering the charity's ability to achieve its objectives.

#### 36. Remuneration of Trustees

The Trustees must not be paid any remuneration unless it is authorised by Article 7.

#### Proceedings of Trustees

- 37. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Trustee may call a meeting of the Council.
- (3) The Secretary must call a meeting of the Council if requested to do so by a Trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- (7) Additional persons may be invited to attend in Council meetings as observers or advisors, either regularly or ad hoc, at the invitation of Council, but such attendees shall not be entitled to take part in votes or decisions.
- 38. (1) No decision may be made by the meeting of Council 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 a participant or participants may communicate with all other participants.
- (2) The quorum shall be three or one half of the total number of Trustees (rounded up if necessary), whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 39. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 40. (1) The President shall normally chair meetings of the Council.
- (2) If the President is unable or unwilling to act as chair, then the President-Elect shall preside.
- (3) If neither the President nor the President Elect is able or willing to preside, the Trustees present may appoint one of their number to chair that meeting.

- (4) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- 41. (1) A resolution in writing or in electronic form shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, provided the number of votes cast (whether for or against the resolution) is at least equivalent to the quorum for a Council meeting.
- (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 signified their agreement.

#### 42. Delegation

- (1) The Trustees may delegate any of their powers or functions to:
  - (a) Any person who is employed or engaged by the Trustees in connection with the operations and management of the Association, on such terms as the Trustees see fit and subject to proper oversight by the trustees; or
  - (b) One or more committees including at least one Trustee but the terms of any delegation must be recorded in the minutes.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
  - (a) The relevant powers are to be exercised exclusively by the person or committee to whom they delegate;
  - (b) No expenditure may be incurred on behalf of the Association except in accordance with a budget or authorisation policy previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (5) The proceedings of a committee shall be governed by the Articles regulating the proceedings of Trustees (including in relation to conflicts of interest), in so far as they are capable of applying.

#### 43. Validity of Trustees' decisions

- (1) Subject to Article 43(2), all acts done by a meeting of Council, or of a committee, 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;
  - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

- (d) The vote of that Trustee; and
- (e) That Trustee being counted in the quorum;

The decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Article 43(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 Council or of a committee if, but for Article 43(1), the resolution would have been void, or if the Trustee has not complied with Article 8.

44. Seal

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

45. Minutes

The Trustees must keep minutes of all:

- (1) Appointments of officers made by the Council;
- (2) Proceedings of meetings of the Association;
- (3) Meetings of the Council and committees including:
  - (a) The names of those present at the meeting;
  - (b) The decisions made at the meetings; and
  - (c) Where appropriate the reasons for the decisions.

46. Accounts

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

47. Annual Report and Return and Register of Charities

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
  - (a) Transmission of a copy of the statements of account to the Commission;
  - (b) Preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) Preparation of an Annual Return and its transmission to the Commission.
- (2) The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

Means of communication to be used

48. (1) Subject to the Articles, anything sent or supplied by or to the Association 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 Association.
- (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 the Council 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.

49. Any notice to be given to or by any person pursuant to the Articles:
- (1) Must be in writing; or
  - (2) Must be given in electronic form.
50. (1) The Association may give notice to a member either:
- (a) Personally; or
  - (b) By sending it by post in a prepaid envelope addressed to the member at his or her address;  
or
  - (c) By leaving it at the address of the member; or
  - (d) By sending 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.
- (2) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
51. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
52. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) In the case of electronic form of communication, 48 hours after it was sent.
53. Indemnity
- (1) The Association may indemnify a relevant Trustee or other office holder appointed by the Trustees against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
  - (2) In this Article a 'relevant Trustee' means any Trustee or former Trustee of the Association.
  - (3) In this Article an 'office holder' means any current or former employee or committee member.
54. Rules
- The Trustees may from time to time make such reasonable and proper Rules as they may deem necessary or expedient for the proper conduct and management of the Association.
- (1) The Rules may regulate the following matters but are not restricted to them:
- (a) The admission classification of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;



- (b) The conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
  - (c) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
  - (d) The procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - (e) Generally, all such matters as are commonly the subject matter of company rules.
- (2) The Trustees must adopt such means as they think sufficient to bring the Rules to the notice of members of the Association.
- (3) The Rules shall be binding on all members of the Association. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

#### 55. Disputes

If a dispute arises between the members of the Association about the validity or propriety of anything done by the members of the Association 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.

#### 56. Amendment

These Articles may be amended by Special Resolution or otherwise in accordance with the Companies Acts, save that any amendment to Articles 4, 6, 7 or 57 shall require the prior written consent of the Commission.

#### 57. Dissolution

- (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- (a) Directly for the Objects; or
  - (b) By transfer to any charity or charities for purposes similar to the Objects; or
  - (c) To any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Association, the Trustees of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- (a) Directly for the Objects; or
  - (b) By transfer to any charity or charities for purposes similar to the Objects; or
  - (c) To any charity or charities for use for particular purposes that fall within the Objects.

- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with Article 57(1) or Article 57(2) is passed by the members or the Trustees the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.

#### 58. Interpretation

In Article 7, sub-clause (2) of Article 9 and sub-clause (2) of Article 43 'connected person' means:

- (1) A child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) The spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- (3) A person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;
- (4) An institution which is controlled:
  - (a) By the Trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) By two or more persons falling within sub-clause (4)(a), when taken together
- (5) A body corporate in which:
  - (a) The Trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) Two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in the Article.