

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**of**

**OPTIMUM POPULATION TRUST**

**Incorporated on 7 February 1995**

**Interpretation**

1 In these Articles:

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

“the Articles” means these articles of association;

“the Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;

“the Company” means the company intended to be regulated by these Articles;

“connected person” means, in relation to a director:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled
  - (a) by the director or any connected person falling within paragraph (1), (2) or (3) above; or
  - (b) by two or more persons falling within sub-paragraph (a), when taken together
- (5) a body corporate in which
  - (a) the director or any connected person falling within paragraphs (1), (2) or (3) has a substantial interest; or
  - (b) two or more persons falling within sub-paragraph (a) who, when taken together, have a substantial interest,

and paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this definition;

“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 Commissioners for England and Wales;

“the Board” means the Board of the Company, as described in article 27. The Board members are the directors of the Company, and are charity trustees as defined by section 97 of the Charities Act 1993;

“director” means a director of the Company;

“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 Registered Office” means the registered office of the Company from time to time;

“officers” includes the members of the Board and the secretary (if any);

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company;

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

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in hard copy form, in electronic form or otherwise, and “written” means in writing.

Words importing the masculine gender shall include the feminine gender, the singular includes the plural and vice versa and words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in these 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 Company.

## **Liability of members**

2

- (1) The liability of the members is limited.
- (2) Every member of the Company promises, if the Company is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £50) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Company incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## **Objects**

3 The Company’s objects (the “Objects”) are specifically restricted to the following:

- (1) to advance the education of the public in issues relating to human population worldwide and its impact on environmental sustainability;

- (2) to advance, promote and encourage research to determine optimum and ecologically sustainable human population levels in all or any part or parts of the world and to publicise the results of such research; and
- (3) to advance environmental protection by promoting policies, in the United Kingdom or any other part or parts of the world, which will lead or contribute to the achievement of stable human population levels which allow environmental sustainability.

## **Powers**

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

- (1) to cause to be written, compiled, purchased and edited, and printed or otherwise published, reproduced, circulated or transmitted, gratuitously or otherwise, such periodicals, magazines, books, reports, leaflets or other documents or recordings, films, videos or software as the Company may see fit;
- (2) to present, organise, manage, conduct and hold exhibitions, meetings, lectures, classes, debates, seminars, conferences, demonstrations and courses either alone or with others;
- (3) to foster and undertake research into any aspect of the Objects and the Company's work and to disseminate the useful results of any such research;
- (4) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of appeals, subscription, donation, bequests and otherwise. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (5) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (6) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (7) to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed. The Company must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
- (9) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (10) to establish or support or aid in the establishment or support of any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (11) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company, institution, society or association which has objects similar to any of the Objects and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their

members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company;

- (12) to make grants, subscribe or guarantee money or donate assets for charitable purposes in any way connected with the purposes of the Company or calculated to further the Objects;
- (13) to lend money and give credit to, take security for such loans, to guarantee and become or put security for the performance of contracts by any person or persons to supervise, organise, carry on the work of and advise the Company;
- (14) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (15) to employ and remunerate such staff as are necessary for supervising, organising, advising and carrying out the work of the Company. The Company may employ or remunerate a member of the Board only to the extent it is permitted to do so by, and provided it complies with the conditions in, articles 6 and 7;
- (16) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund manager; and
  - (c) arrange for the investments or other property of the Company 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;

- (17) to provide indemnity insurance for members of the Board or any other officer of the Company in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- (18) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those or its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (19) to apply monies in insuring any buildings or other property to their full value;
- (20) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company as a charity;
- (21) to establish local branches (whether autonomous or not);
- (22) to do all such other lawful things as shall further the above Objects or any of them.

#### **Application of income and property**

5

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

- (2)
  - (a) A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
  - (b) A director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
  - (c) A director may receive an indemnity from the Company in the circumstances specified in article 67.
- (3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a director receiving:
  - (a) reasonable and proper remuneration for any services rendered to the Company;
  - (b) interest on money lent to the Company at a reasonable and proper rate not exceeding the minimum lending rate prescribed for the time being by a clearing bank selected by the Management Board;
  - (c) reasonable and proper rent for premises demised or let by any member to the Company.

**Provision of goods and services, employment, other remuneration/financial benefits to directors/connected persons**

- 6 No director or connected person may:
- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the Company;
  - (c) be employed by, or receive any remuneration from, the Company;
  - (d) receive any other financial benefit from the Company;
- unless:
- (i) the payment is permitted by article 7; or
  - (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

**Scope and powers permitting directors'/connected persons' benefits**

- 7
- (1) A director or connected person may receive reasonable and proper remuneration for any services rendered to the Company.
  - (2) The Company may pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants.

- (3) A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate not exceeding the minimum lending rate prescribed for the time being by a clearing bank selected by the Management Board.
- (4) A director or connected person may receive reasonable and proper rent for premises demised or let to the Company.
- (5) The Company may pay fees, remuneration or other benefit in money or money's worth to a company of which a director is a member holding not more than 1% of the capital of that company.

## **Members**

8

- (1) The subscribers to the Memorandum are the first members of the Company.
- (2) Membership is open to other individuals or organisations who:
  - (a) apply to the Company in the form required by the Board; and
  - (b) are approved by the Board.
- (3)
  - (a) The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
  - (b) The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Board must keep a register of names and addresses of the members.

## **Classes of Membership**

9

- (1) The Board may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Board may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

- (4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of Membership**

10 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Company is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Board that it is in the best interests of the Company 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 Board 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 Company) has been allowed to make representations to the meeting.

### **General meetings**

11

- (1) The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

12 The Board may call a general meeting at any time. General meetings shall also be convened on the requisition of members of the Company pursuant to the provisions of the Companies Acts. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum for the purpose of calling such meeting, any member of the Board or any two members of the Company may convene a general meeting.

### **Notice of general meetings**

13

- (1) The minimum periods of notice required to hold a general meeting of the Company are:
  - (a) twenty-eight 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:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other general meeting, 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 23.
- (4) The notice must be given to all the members and to the members of the Board and the auditors.
- 14 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 Company.

### **Proceedings at general meetings**

15

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership entitled to vote at the timewhichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

16

- (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 the same day in the next week at the same time and place or to such time and place as the Board shall determine.
- (2) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Board.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting or is unwilling to act, the members of the Board present shall elect one of their number to chair the meeting.
- (3) If there is only one member of the Board present and willing to act, he or she shall chair the meeting.
- (4) If no member of the Board is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

18 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- (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 the 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 Company 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) No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Votes of members**

19

- (1) Subject to article 9 and the next paragraph, every member, whether an individual or an organisation, shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company.

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

21

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

22 Votes may be given either personally or by proxy.

## **Content of proxy notices**

23

- (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 directors may determine; and
  - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered 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.

## **Delivery of proxy notices**

24

- (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 Company by or on behalf of that person.

25

- (1) A proxy notice must be delivered in advance of the meeting to the Registered Office or to any address specified in the notice of general meeting for the receipt of proxy notices in electronic form or, at the meeting at which the poll was demanded, to the chairman or any member of the Management Board.
- (2) An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a proxy notification address.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before:
  - (a) the start of the meeting or adjourned meeting to which it relates, or

- (b) (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll 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.

### **Written resolutions**

26

- (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.

### **Management Board**

27 The Company shall have a management Board, which shall comprise the directors of the Company from time to time.

28

- (1) A Board member must be an individual aged 16 years or older.
- (2) No one may be appointed a Board member if he or she would be disqualified from acting under the provisions of article 41.
- (3) Only members of the Company may be appointed to the board.

29 The maximum number of Board members shall be determined by the Company in general meeting, and at the date of these Articles is fixed at twelve. The minimum number of Board members shall be three.

30 The first Board members shall be those persons notified to Companies House as the first directors of the Company.

31 A Board member may not appoint an alternate or anyone to act on his or her behalf at Board meetings.

## **Powers of the Board**

32

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

## **Appointment and retirement of Board members**

- 33 The Company may, by ordinary resolution, appoint a person who is willing to act to be a Board member.
- 34 At the first annual general meeting and at each subsequent annual general meeting all the Board members shall retire from office.
- 35 A retiring Board member shall be eligible for reappointment.
- 36 At the meeting at which a Board member retires, the Company may by ordinary resolution appoint a person as a Board member to fill the vacated office. In default of such appointment, the retiring Board member shall, if offering himself for reappointment, be deemed to have been reappointed, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the reappointment of such Board member shall have been put to the meeting and not passed.
- 37 No person other than a Board member retiring at the meeting shall, unless recommended by the Board, be eligible for election to the Board at any general meeting unless, not less than seven nor more than twenty-eight clear days before the date set for the meeting, there shall have been left at the Registered Office notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the register of Board members.
- 38 The Board shall have power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members, subject to article 29. Any Board member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment.
- 39 The Company may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Companies Act 2006, remove any Board member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this article.
- 40 The appointment of a Board member, whether by the Company in general meeting or by the other Board members, must not cause the number of Board members to exceed any number fixed as the maximum number of Board members.

## **Disqualification and removal of Board members**

- 41 A Board member shall cease to hold office if he or she:
- (1) ceases to be a Board member by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a member of the Company;
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) resigns as a Board member by notice to the Company (but only if at least two Board members will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the Board members from all their meetings held within a period of six consecutive months and the Board members resolve that his or her office be vacated.

## **Board members' remuneration**

- 42 The Board members must not be paid any remuneration unless it is authorised by articles 6 and 7.

## **Proceedings of the Board**

- 43
- (1) The Board may regulate its proceedings as it thinks fit, subject to the provisions of the Articles.
  - (2) Any Board member may call a Board meeting.
  - (3) The secretary (if any) must call a meeting of the Board if requested to do so by a Board member.
  - (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 chairs the meeting shall have a second or casting vote.
- 44
- (1) No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
  - (2) The quorum shall be two or the number nearest to one third of total number of Board members, whichever is the greater or such larger number as may be decided from time to time by the Board.
  - (3) A Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Board member is not entitled to vote.
- 45 Any person entitled to be present at a meeting of the Board may participate in a meeting of the Board by means of a conference telephone, video conference or other facility

whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.

46 If the number of Board members is less than the number fixed as the quorum, the continuing Board members or Board member may act only for the purpose of filling vacancies or of calling a general meeting.

47

- (1) The Board shall appoint a Board member or members to chair their meetings and may at any time revoke such appointment(s).
- (2) If no-one has been appointed to chair meetings of the Board or if the person(s) appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board members present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Board.

48

- (1) A resolution in writing or in electronic form agreed by a simple majority of all the Board members entitled to receive notice of a meeting of Board members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that:
  - (a) a copy of the resolution is sent or submitted to all the Board members eligible to vote; and
  - (b) a simple majority of Board members has signified its agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days beginning with the circulation date.
- (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 directors has signified their agreement.

## **Delegation**

49

- (1) The Board may delegate any of their powers or functions to sub-Boards consisting of two or more such persons as they think fit but the terms of any delegation must be recorded in the minute book.
- (2) The Board may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the Board to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Board members.

- (3) The Board members may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-Boards must be fully and promptly reported to the Board.

50 A Board member must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

#### **Declaration of directors' interests**

51 A Board member 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Board member must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of interests**

52

- (1) If a conflict of interests arises for a Board member 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 Board member may authorise such a conflict of interests where the following conditions apply:
  - (a) the conflicted Board member 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 Board member does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted Board members consider it is in the interests of the company 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 Board member or to a connected person.

#### **Validity of Board decisions**

53

- (1) Subject to paragraph 53(2), all acts done by a meeting of the Board, or of a sub-Board, shall be valid notwithstanding the participation in any vote of a Board member:
  - (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 interest or otherwise;

if without:

- (d) the vote of that Board member; and
- (e) that Board member being counted in the quorum;

the decision has been made by a majority of the Board members at a quorate meeting.

- (2) Paragraph 53(1) does not permit a Board member to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a sub-Board if, but for paragraph 53(1), the resolution would have been void, or if the Board member has not complied with article 51.

### **Minutes**

54 The Board members must keep minutes of all:

- (1) appointments of officers made by the Board;
- (2) proceedings at meetings of the Company;
- (3) meetings of the Board and sub-Boards including:

55 the names of the Board members present at the meeting;

56 the decisions made at the meetings; and

57 where appropriate the reasons for the decisions.

### **The Seal**

58 The Board shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Board or of a sub-Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by the secretary or by a second Board member or by some other person appointed by the Board for the purpose.

### **Accounts**

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

60 The Board members must keep accounting records as required by the Companies Acts.

### **Annual report and return and Register of Charities**

61

- (1) The Board members must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the members of the Company;
  - (b) the preparation of an annual report and its transmission to the Commission;
  - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Board members must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

### **Means of communication**

62 Subject to the Articles, anything sent or supplied by or to the Company 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 Company.

63

- (1) Subject to the Articles, any notice or document to be sent or supplied to a Board member in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Board member has asked to be sent or supplied with such notices or documents for the time being.
- (2) A Board member may agree with the Company that notices or documents sent to that Board member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

64 Any notice to be given to or by any person pursuant to the Articles including a notice calling a meeting of the Board:

- (1) must be in writing; or
- (2) must be given in electronic form.

65

- (1) The Company may give any 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 giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Company, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Company.

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

- (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 Company 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, a notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

67 The Company shall indemnify every Board member or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Board member or in which the Board member is acquitted or in connection with any application in which relief is granted to the Board member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

### **Rules**

68

- (1) The Board 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 Company.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Company (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 Company in relation to one another, and to the Company's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Company'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 Board members in so far as such procedure is not regulated by the Companies Acts or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Board members must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.

- (5) The rules or bye laws, shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## **Dissolution**

69

- (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
  - (a) 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 Company, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:
  - (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 Company be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 69(1) is passed by the members or the Board the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission.

Revised October 2014