

# Articles of Association

of

Musicians Benevolent Fund  
(working name Help Musicians UK)

Incorporated 16 December 1930

(Amended by special resolutions passed on 7 April 1932, 29 March 1950, 3 July 1980,  
8 December 1987, 27 July 1994, 6 October 1998, June 2011, 15 April 2015, 13  
April 2016, 25 April 2019 and 16 July 2020)  
relating to

THE COMPANIES ACTS 1985 TO 2006  
Company not having a share capital



## CONTENTS

ARTICLES OF ASSOCIATION .....	1
GENERAL .....	1
MEMBERS .....	7
GENERAL MEETINGS .....	8
PROCEEDINGS AT GENERAL MEETINGS.....	9
VOTES OF MEMBERS.....	10
WRITTEN RESOLUTIONS .....	11
BOARD OF TRUSTEES .....	11
MEMBERS OF THE BOARD OF TRUSTEES .....	11
POWERS OF THE BOARD OF TRUSTEES.....	12
COMMITTEES OF THE BOARD OF TRUSTEES.....	13
REMOVAL OF TRUSTEES .....	14
PROCEEDINGS OF THE BOARD OF TRUSTEES .....	14
DECLARATIONS AND CONFLICTS OF INTEREST .....	16
VALIDITY OF DECISIONS OF THE BOARD OF TRUSTEES .....	17
DIRECTORS' INDEMNITY .....	17
MEANS OF COMMUNICATION .....	17
NOTICES.....	18
ACCOUNTS.....	19
AUDIT.....	19
ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES .....	19
PRESIDENT AND PATRONS.....	19
OFFICERS OF THE ASSOCIATION.....	20

**Company No: 00252783**

**Charity No: 228089**

## **ARTICLES OF ASSOCIATION**

### **GENERAL**

1. In the Articles unless the context requires otherwise:

"the Articles"	means the Association's Articles of association
"the Association"	means the charity and company regulated by the Articles
"Board of Trustees"	means the board of trustees of the Association from time to time;
"the Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;
"clear days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>
"Chairman and Deputy Chairman"	means, respectively, those Trustees for the time being elected to these positions pursuant to Article 69;
"Chief Executive"	means the person from time to time and for the time being employed as the chief executive of the Association as contemplated in Article 97, including any person temporarily carrying out the duties of that post, or in such similar role as shall be renamed with the approval of the Board of Trustees from time to time;
"the Commission"	means the Charity Commission for England and Wales;
"Conflicted Trustee"	a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Association, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Association;
"Connected Person"	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee as his or her partner; or (d) any charity, partnership or firm of which a Trustee is a paid trustee, member, partner or employee, or shareholder holding more than 1% of the share capital;

"Date of Adoption"	means the date on which the Articles were adopted by Special Resolution passed by the Members
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006
"Financial Expert"	means a person or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof);
"Firm"	includes a limited liability partnership;
"in writing"	means written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form
"Member"	means a member of the Association;
"month"	means calendar month
"Office"	means the registered office of the Association
"Ordinary Resolution"	means a resolution approved: <ul style="list-style-type: none"> <li>(a) at a meeting by a simple majority in number of the Members entitled to vote upon it and voting at such meeting, in person or by proxy; or</li> <li>(b) in writing by at a meeting by a simple majority in number of the Members entitled to vote upon it</li> </ul>
"Seal"	means the common seal of the Association
"Special Resolution"	means a resolution approved: <ul style="list-style-type: none"> <li>(a) at a meeting by not less than 75% in number of the Members entitled to vote upon it and voting at such meeting, in person or by proxy; or</li> <li>(b) in writing by not less than 75% in number of the Members entitled to vote upon it</li> </ul>
"Trustee"	has the meaning given in Article 40

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

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.

2. The name of the Association is "MUSICIANS BENEVOLENT FUND".
3. The registered office of the Association will be situated in England and Wales.
4. The objects for which the Association is established (the "Objects") are for the public benefit:

(A) To relieve poverty and financial hardship and to advance education among:

(1) musicians;

(2) those persons (not being members of the Association) who work or have worked in professions or occupations closely connected with music and who in the opinion of the Association have rendered valuable service to music;

(3) the spouses, children and other dependents of those set out in (1) and (2) above; and

(B) To advance musical education among musicians and also among members of the public.

Nothing in these Articles shall authorise an application of the Association's property for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

5. In furtherance of the Objects only, the Association shall have the following powers:

(A) To assist by grants in aid or otherwise needy or deserving musicians.

(B) To provide pensions for musicians and to assist them by providing them with clothes, instruments, medical or dental treatment, or procuring them introductions, employment or admission to a home or aiding them with advice or counsel.

(C) To provide and maintain a nursing home or homes and/or house or houses or convalescent home or homes or other accommodation for musicians should they be in need.

(D) To provide a sum of money for any needy or deserving person towards his final education as a musician.

(E) To assist musical societies and to contribute to scholarships for musical purposes or other forms of musical education either by means of grants or by the provision to the said societies of the services of musicians.

(F) To assist musical societies, libraries and educational institutions by donating, lending or otherwise transmitting to the said societies, libraries or institutions specific objects, including books and manuscripts, which have been given or bequeathed to the Association and which are judged by the Association to be appropriate for such society, library or institution.

- (G) To assist or co-operate with any musical charity or society or musical undertaking, not being for the purposes of profit.
- (H) To take steps by personal or written appeals, by advertising, meetings, competitions, concerts, entertainments, dinners, or otherwise, for the purpose of procuring contributions to the funds of the Association or other musical charities in the form of donations, annual subscriptions or otherwise. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulation.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections.
- (J) To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Association. In exercising this power, the Association must comply with the requirements set out in the Charities Act 2011.
- (K) To undertake and execute the office of sole trustee or one of the trustees or custodian trustee of any charitable trust or scholarship or prize fund concerned with music (and to undertake and execute any such trust the undertaking of which may seem desirable) or to administer any such charitable trust or scholarship or prize fund either gratuitously or for payment or otherwise.
- (L) To undertake and execute any other trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (M) 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, provided that, in so doing, the Association complies with the requirements set out in the Charities Act 2011.
- (N) To deposit or invest its funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Board of Trustees considers necessary and having regard to the suitability of investments and the need for diversification) PROVIDED that the Association shall have the power to retain any investments donated to it;
- (O) To delegate the management of investments to a Financial Expert, but only on terms that:
  - (1) the investment policy is set down in writing for the Financial Expert by the Board of Trustees;
  - (2) timely reports of all transactions are provided to the Board of Trustees;
  - (3) the performance of the investments is reviewed regularly with the Board of Trustees;
  - (4) the Board of Trustees is entitled to cancel the delegation arrangement at any time;
  - (5) the investment policy and the delegation arrangement are reviewed regularly;

- (6) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
- (7) the Financial Expert must not do anything outside the powers of the Association;
- (P) To arrange for investments or other property of the Association to be held in the name of a nominee company acting under the direction of the Board of Trustees or controlled by a Financial Expert acting under its instructions, and to pay any reasonable fee required;
- (Q) To deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- (R) To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (S) To establish and support, or aid in the establishment and/or support of any charitable association or institution, and to subscribe or guarantee money for charitable purposes connected with the purposes of the Association or calculated to further its objects.
- (T) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity.
- (U) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (V) To employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may remunerate a Trustee only to the extent it is permitted to do so by article 6 of the Articles and provided it complies with the conditions in that article.
- (W) To provide indemnity insurance for the Trustees or any other officer of the Association in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said s.189 shall be treated as references to officers of the Association;
- (X) To do all such other lawful things as shall further the attainment of the above Objects or any of them.
  - (1) Provided that the Association shall not support with its funds any Object, which if an object of the Association would make it a Trade Union or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if such regulation, restriction or condition were contained in the objects clause of the Articles would make it a Trade Union.
  - (2) Provided also that in case the Association shall hold or take any property which may be subject to any trusts, the Association shall only

deal with or invest the same in such manner as allowed by law having regard to such trusts.

- (3) Provided also that, in case the Association shall take or hold any property subject to the jurisdiction of the Commission, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and in the incorporation of the Association shall not diminish or impair any control or authority exercisable by Chancery Division, or the Commission over such Board of Trustees but they shall as regards any such property be subject jointly and separately to control or authority as if the Association were not incorporated.
  - (Y) The Objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
6. The income and property of the Association shall be applied solely towards the promotion of the Objects, and no portion of it shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members and no Trustee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any Trustee.

Provided that nothing herein shall prevent any payment in good faith by the Association:

(A) of reasonable and proper remuneration to any officer, servant or Member (not being a Trustee) for any services actually rendered to the Association.

(B) of reasonable and proper remuneration to a Trustee 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 the Charities Act 2011 and the Charities and Trustee Investment (Scotland) Act 2005.

(C) of fees to any professional firm of which any Trustee may be a member, or to which he may be a consultant, subject to the following conditions:

- (1) No such fees shall be paid for work carried out or advice given by such Trustee himself, but only in respect of work carried out or advice given by other members or employees of his firm.
- (2) No such fees shall be paid save in accordance with a resolution of the Board of Trustees.
- (3) No Trustee to whose firm it is proposed professional fees shall be paid nor to whose firm fees may be paid pursuant to a prior resolution shall be entitled to vote on such resolution.
- (4) Such resolution may prescribe the period of time during which fees may be paid, and a procedure for agreeing the basis on which fees are to be charged or approving the payment of fees rendered.

(D) To any Member, including any Trustee, of:

- (5) Reasonable out-of-pocket expenses necessarily incurred in connection with the business of the Association.
- (6) Interest at a rate not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Association's bank on any money lent by such Member to the Association.
- (7) Reasonable and proper rent for any premises demised or let by such Member to the Association.

(E) Of fees, remuneration or other benefit in money or money's worth to any company of which such Member may be a member holding not more than one hundredth part of the capital of that company.

- 7. The liability of the Members is limited.
- 8. Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
- 9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 6 of the Articles, such institution or institutions to be determined by the Members at or before the time of dissolution, or in default thereof by a judge of the High Court of Justice having jurisdiction in respect of charitable funds, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.

## **MEMBERS**

- 10. Any person who wishes to become a Member must apply to the Association's Office, in writing, and shall provide such information as the Board of Trustees may from time to time require. All applications for membership shall be considered and determined by the Board of Trustees, which has discretion to refuse to admit any person as a member of the Association without providing a reason. The decision of the Board of Trustees shall be final.
- 11. The provisions of Section 113 of the Companies Act 2006 shall be observed by the Association, and every member of the Association shall on becoming a Member

either sign the register of Members or sign a written consent to become a Member in such form as the Board of Trustees may from time to time prescribe.

12. The subscribers to the Memorandum of Association and such other persons as the Board of Trustees shall admit to membership shall be members of the Association.
13. Membership of the Association shall be personal to each Member, and shall not be transferable.
14. A Member shall forthwith cease to be a Member:–
  - (A) on death or, if an organisation, it ceases to exist;
  - (B) on reaching the age of 75 years;
  - (C) on resignation by giving notice in writing of his intention so to do unless, after the resignation, there would be fewer than two members;
  - (D) on ceasing to be a Trustee; or
  - (E) on being removed from membership by a Special Resolution passed at a General Meeting specially convened for the purpose, at which the Member proposed to be removed shall have been given a proper opportunity of attending and of being heard.

#### **GENERAL MEETINGS**

15. An annual general meeting shall be held once in every calendar year at such time and place as may be determined by the Board of Trustees provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
16. The Board of Trustees may call a general meeting whenever they think fit.
17. The minimum periods of notice required to hold a general meeting of the Association are:
  - (A) fourteen 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.

Provided that 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 together holding not less than 90 percent of the total voting rights.

18. 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 Articles 32 to 36.
19. The notice must be given to all the Members and to the Trustees and the auditors.

20. 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 Association.

## **PROCEEDINGS AT GENERAL MEETINGS**

21. All business shall be deemed special that is transacted at a general meeting, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board of Trustees and of the auditors, the election of Trustees in the place of those retiring and the appointment and fixing of remuneration of the auditors.
22. No business shall be transacted at any general meeting unless a quorum is present. Save as herein otherwise provided the quorum shall be three Members personally present. The authorised representatives of any Member organisation shall be counted in the quorum.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
24. With the consent of any meeting at which a quorum is present, the chairman may adjourn a meeting from time to time, and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, at least ten clear days' notice of the adjourned meeting shall be given stating the date, time and place of the meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
25. The Chairman or in his absence the Deputy Chairman of the Board of Trustees shall preside at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present in person or by proxy shall choose another Trustee or, if no such person be present or if all the Trustees present decline to take the chair, they shall choose some Member shall be present to preside.
26. At all general meetings, a resolution put to the vote of the meeting as an Ordinary Resolution or a Special Resolution shall be decided on a show of hands by the requisite majority of the Members present in person or by proxy and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the chairman or by at least three Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

27. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, either on a show of hands or at the poll, the chairman of the meeting shall be entitled to a further or casting vote.
29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
30. The chairman of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

## VOTES OF MEMBERS

31. Subject as hereinafter provided, every Member shall have one vote.
32. Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question, at any general meeting.
33. Votes may be given either personally or by proxy. A corporation may vote by its duly authorised representatives as provided in Section 323 of the Companies Act.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
35. 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. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy, provided that no notice in writing of the revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.
36. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:

"MUSICIANS BENEVOLENT FUND

I, \_\_\_\_\_

of \_\_\_\_\_

a member of MUSICIANS BENEVOLENT FUND and entitled to vote, hereby appoint

of \_\_\_\_\_

and failing him,

of \_\_\_\_\_

to vote for me on my behalf at the (Ordinary or Extraordinary, as the case may be) general meeting of the Association to be held on the day of \_\_\_\_\_ 20\_\_ and at every adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_."

Signed: \_\_\_\_\_

37. 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.

## **WRITTEN RESOLUTIONS**

38. A resolution in writing agreed by Members representing the requisite majority (depending on whether the resolution is an Ordinary Resolution or a Special Resolution) 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 Member eligible to vote on the matter;
  - (B) a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members who would have been entitled to vote upon it has signified its agreement to the resolution; and
  - (C) it is contained in an authenticated document which has been received at the office within the period of 28 days beginning with the circulation date.
39. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

## **BOARD OF TRUSTEES**

### **MEMBERS OF THE BOARD OF TRUSTEES**

40. The business of the Association shall be managed by the Board of Trustees, composed:
- (A) (until 1 April 2017) of not more than twenty Members; and
  - (B) thereafter of not more than fifteen Members,
- (each such Member, for the duration of his appointment, a "Trustee"). Each Trustee shall be a director of the Association and a charity trustee as defined by section 177 of the Charities Act 2011.
41. Any person is eligible to stand for election (or re-election) to the Board of Trustees by the Members at an annual general meeting if he is:
- (A) willing to act as a Trustee;

- (B) permitted to be so appointed by law and the Articles and would not be disqualified from acting under the provisions of article 59;
  - (C) a Member; and
  - (D) over the age of 16.
42. Subject to Articles 44 and 47 below, each Trustee shall serve for an initial period of three calendar years from the annual general meeting at which they are appointed (or at which their appointment pursuant to Article 17 is ratified) and, accordingly, shall retire from office at the close of the third annual general meeting following the annual general meeting at which they were elected to the Board of Trustees (or at which such election was ratified).
  43. Subject to article 44, a retiring Trustee shall, if invited so to do by either (i) the Chairman and the Chief Executive; or (ii) any committee of the Trustees constituted for the purpose of nominating potential Trustees, be eligible for re-election but may not serve more than a maximum of two consecutive terms together totalling six years. The election (or re-election). The election or re-election of any person as a Trustee shall require a resolution approved by at least three-quarters of the Trustees present at a meeting of the Board of Trustees convened for such purpose, or of a written resolution approved by at least three-quarters of the Trustees entitled to vote on such matter. For the avoidance of doubt, a Trustee seeking re-election shall not be entitled to vote on his own re-election.
  44. A Trustee who has served two consecutive terms of office shall, if invited so to do so by the Chairman and the Chief Executive, be eligible for re-election by the Members for three consecutive periods of one year each, if the Board of Trustees first resolves (in advance of each such one year period) that special circumstances apply which mean that it is in the best interests of the Association for him to be so eligible. For the avoidance of doubt, any Trustee who has been elected pursuant to this article 44 shall retire at the annual general meeting following the annual meeting at which he is elected.
  45. For the avoidance of doubt, any term which commenced prior to the annual general meeting of 2011 shall not be counted in applying article 43.
  46. Any person who ceases to be a Trustee shall, forthwith, cease to be a Member.
  47. Casual vacancies in the Board of Trustees may be filled by the Board of Trustees, but the appointment of all such persons shall be subject to ratification at the next annual general meeting, and the continuing Trustees may continue to act notwithstanding vacancies so long as there are at no time fewer than seven Trustees.

## **POWERS OF THE BOARD OF TRUSTEES**

48. Subject to the Companies Acts, the Charities Act 2011, the Articles and any Special Resolution, the Board of Trustees is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association, provided that:
  - (A) no alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of any Trustee or the Board of Trustees; and

- (B) any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.
49. Subject as aforesaid and to the Articles, the Board of Trustees may from time to time make such regulations (not inconsistent with the Articles) as it may think fit for the management, conduct and regulation of the affairs of the Association and the proceedings of the Board of Trustees and any committees.
50. Where the Association has appointed a company secretary, the Board of Trustees may from time to time by resolution appoint a temporary substitute for the company secretary and any persons so appointed shall for all the purposes of the Articles be deemed during the term of his appointment to be the company secretary.
51. The seal of the Association shall only be used by the authority of the Board of Trustees or of a committee of Trustees authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Trustees and by the company secretary (if any).
52. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Board of Trustees, shall be signed by, and other operations of the Association's Bank accounts shall be authorised by, at least two Trustees and countersigned by the Company Secretary (if any). The Association's bank account(s) shall be kept with such banker or bankers as the Board of Trustees shall from time to time determine.

#### **COMMITTEES OF THE BOARD OF TRUSTEES**

53. Subject to the Articles, the Board of Trustees may delegate any of the powers or functions which are conferred on it (directly or indirectly) under the Articles:
- (A) to such person or group of persons (whether such persons are Trustees or otherwise);
  - (B) by such means (including by power of attorney);
  - (C) to such an extent;
  - (D) in relation such matters; and
  - (E) on such terms and conditions,
- as they think fit provided that the terms of any such delegation shall be recorded in the minute book.
54. If the Board of Trustees so specifies, any such delegation may authorise further delegation of the Board of Trustees' powers by any person to whom they are delegated.
55. The Board of Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

56. Committees to which the Board of Trustees delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles, the Companies Acts and the Charities Act 2011 which govern the taking of decisions by the Board of Trustees.
57. The Board of Trustees may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **REMOVAL OF TRUSTEES**

58. The Members may, by Special Resolution, remove any Trustee before the expiration of his period of office and may, also by Special Resolution, appoint another Trustee (being a Member and otherwise qualified to act as a Trustee pursuant to Article 41) in his stead. Any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.
59. The office of a Trustee shall be vacated (immediately and without any further action by the Association, the Members or the Board of Trustees) if such Trustee:
- (A) ceases to be, or to be lawfully able to act as, a Trustee by virtue of any provision in the Companies Act or any applicable law or regulation, or the determination of any Court or tribunal of competent jurisdiction;
  - (B) is prohibited by applicable law from being a director of a Company such as the Association;
  - (C) is disqualified or prohibited from acting as a charity trustee by the Charities Act 2011;
  - (D) ceases for any reason to be a Member;
  - (E) becomes incapable, in the reasonable opinion of the Board of Trustees (acting by a resolution of at least three-quarters of the Trustees present at a meeting of the Board of Trustees convened for such purpose), by reason of mental disorder, illness or injury of managing his own affairs;
  - (F) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
  - (G) is absent, without the permission of the Chairman and otherwise without good excuse from 3 consecutive full meetings of the Board of Trustees, and the Board of Trustees subsequently resolves that his office be vacated.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

60. Subject to the Articles, the Board of Trustees may regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum.
61. Trustees participate in a meeting of the Board of Trustees (or part of such a meeting), when:

- (A) the meeting has been called and takes place in accordance with the Articles; and
  - (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
62. In determining whether Trustees are participating in such a meeting it is irrelevant where any Trustee is or how they communicate with each other.
63. If all the Trustees attending any meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
64. A meeting of the Board of Trustees for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Trustees generally.
65. The Chairman and/or the Chief Executive may, in their discretion, permit such persons as they deem appropriate to attend meetings of the Board of Trustees (or any committee thereof). Any such persons shall have the right to receive notice of such meeting and such papers and materials provided to the Trustees relating thereto, as the Chairman and/or Chief Executive shall determine. Such persons shall, with the permission of the Chairman and/or Chief Executive, have the right to speak at such meeting but shall not count in the quorum or be entitled to vote, or otherwise have any of the powers or obligations of a Trustee.
66. Save where expressly provided to the contrary in these Articles, questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
67. A resolution in writing signed or approved by letter or facsimile transmission or electronic communication (or in such other matter as the Board of Trustees may approve) by or on behalf of all the Trustees entitled to vote on such resolution and to be counted in the quorum at a meeting of the Board of Trustees for the purposes of such resolution shall be valid and effective as if it had been passed at a meeting of the Board of Trustees duly convened and held. Such a resolution may consist of several documents each signed or approved by or behalf of one or more Trustees.
68. On the request of a Trustee the company secretary to the Association shall, at any time, summon a meeting of the Board of Trustees by notice served upon the Trustees. If there is no company secretary to the Association or the company secretary to the Association fails to summon the meeting within 24-hours of being asked to do so then the Trustee may summon the meeting himself.
69. The Board of Trustees shall from time to time elect a Chairman and may also elect a Deputy Chairman. The Chairman and the Deputy Chairman shall be elected for such period as the Board of Trustees may decide, up to a maximum period of three years. At the end of such period, the Board of Trustees may re-elect the Chairman and/or the Deputy Chairman for such further period as the Board of Trustees may decide, up to a further maximum period of three years, provided that the total length of service of any Chairman or Deputy Chairman shall not exceed a continuous period of six years save where the Board of Trustees determines that special circumstances exist which mean that it is in the best interests of the Association for a Chairman or Deputy Chairman to be reappointed, in which case the Board of Trustees may appoint such

Chairman or Deputy Chairman for not more than three further periods of one year each. The Chairman shall preside at all meetings of the Board of Trustees at which he shall be present. In the absence of the Chairman, the Deputy Chairman shall preside at meetings of the Board of Trustees, but shall not further exercise any power, authority or function of the Chairman, save where the Board of Trustees resolves otherwise. The Board of Trustees may, at the time of appointment or thereafter, determine for what periods the Chairman and Deputy Chairman are to hold office and may terminate the period of office by resolution, if it thinks fit. If no Chairman is elected, or if at any meeting neither the Chairman or Deputy Chairman are present within 15 minutes after the time appointed for holding a meeting, and the Chairman has not nominated another Trustee to act as Chairman in his place (such appointment to endure solely for the duration of the meeting in question, and to be limited to presiding over the meeting in question and not to the exercise of any other power, authority or function of the Chairman), the Trustees present shall choose someone of their number to be Chairman of the meeting.

70. The person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by the Articles or delegated to him by the Board of Trustees.
71. The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board of Trustees and of any committee of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

#### **DECLARATIONS AND CONFLICTS OF INTEREST**

72. Subject to article 72, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
  - (A) declare the nature and extent of his interest before discussion begins on the matter;
  - (B) withdraw from the meeting for that item after providing any information requested by the Board of Trustees;
  - (C) not be counted in the quorum for that part of the meeting; and
  - (D) be absent during the vote and have no vote on the matter.
73. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees (if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Association to do so) may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
  - (A) continue to participate in discussions leading to the making of a decision but not to be counted in the quorum or to vote in relation to any decision on the subject matter giving rise to his or her conflict of interest; or
  - (B) disclose to a third party information confidential to the Association; or

- (C) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Association; or
  - (D) refrain from taking any step required to remove the conflict.
74. A Conflicted Trustee who obtains (other than through his position as a Trustee) information that is confidential to a third party, shall not be in breach of his duties to the Association if he declares the conflict in accordance with article 71 and then withholds such confidential information from the Association.
75. For any transaction or arrangements authorised under Articles 5(w) (Indemnity Insurance), 6(d)(2) (interest on money lent) and 6(d)(3) (hiring fee) the duty of a Trustee under the Companies Acts to avoid a conflict of interest with the Association shall be disapplied, provided that the relevant provisions of article 71 have been followed.
76. Articles 71 to 74 may be amended by Special Resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Charity Commission.

#### **VALIDITY OF DECISIONS OF THE BOARD OF TRUSTEES**

77. Subject to article 72, all acts done by the Board of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
- (A) who was disqualified from holding office;
  - (B) who had previously retired or who had been obliged by the Articles to vacate office;
  - (C) who was not entitled to vote on the matter, whether by reason of conflict of interest 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 the requisite majority of the Trustees at a quorate meeting.

#### **DIRECTORS' INDEMNITY**

78. The Association shall indemnify any Trustee or former Trustee against any liability incurred by him in that capacity.

#### **MEANS OF COMMUNICATION**

79. 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 Acts provides for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Association.

80. 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 Board of Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

## NOTICES

81. Any notice to be given to or by any person pursuant to the Articles:
- (A) must be in writing; or
  - (B) must be given in electronic form.
82. The Association 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 address; or
  - (C) by leaving it at the address of the Member; or
  - (D) by sending it in electronic form to the Member's email address on the Register of Members.
83. A Member who does not register an address or an email address with the Association shall not be entitled to receive any notice from the Association.
84. 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.
85. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
86. 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, as follows:
- (A) 48 hours after the envelope containing it was posted; or
  - (B) in the case of an electronic communication, 48 hours after it was sent.
87. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

## **ACCOUNTS**

88. The Trustees must prepare (or procure the preparation of) accounts for each financial year, 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.
- (A) The Board of Trustees must keep (or procure the keeping of) accounting records as required by the Companies Acts.
- (B) The books of account shall be kept at the office, or at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the Trustees.
89. Except as provided by law or authorised by the Board of Trustees or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

## **AUDIT**

90. Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
91. Auditors shall be appointed and their duties regulated in accordance with Sections 485 to 488 of the Companies Act 2006.

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

92. The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
- (A) the transmission of the statement of accounts to the Commission;
- (B) the preparation of an Annual Report and its transmissions to the Commission; and
- (C) the preparation of an Annual Return and its transmission to the Commission.
93. The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

## **PRESIDENT, VICE PRESIDENTS AND PATRON(S)**

94. The Board of Trustees may from time to time appoint a President of the Association, one or more Vice Presidents of the Association and one or more Patrons of the Association.
95. It shall be a matter for the Board of Trustees from time to time to determine the role, duties, terms and activities of the position of President, Vice President or Patron provided that no such appointee may exercise any executive function or power.
96. The Board of Trustees may terminate any such appointment on notice to the relevant holder of the relevant position.

## OFFICERS OF THE ASSOCIATION

97. The Association shall at all times have a Chief Executive. The Chief Executive shall be selected and appointed as follows:

- (A) The Chairman shall appoint a committee of the Trustees to consider candidates for the role of Chief Executive and the terms of this appointment.

Such committee shall, having identified a suitable candidate willing to act as Chief Executive and having settled proposed terms of appointment with such candidate, recommend such candidate's appointment to the Board of Trustees.

- (B) If approved by a resolution of the Board of Trustees, such candidate shall be appointed as Chief Executive.

98. The Chief Executive shall only be removed (other than for immediate termination for improper conduct or breach of his terms of appointment, which may be effected with the approval of the Chairman, should he deem such removal to be in the best interest of the Association) following a resolution of the Board of Trustees to such effect.
99. The Chief Executive shall have full power and authority (subject to his terms of appointment and any direction given by a resolution of the Board of Trustees) to appoint such further senior members of staff as he deems appropriate, having regard to the best interests of the Association.