

THE COMPANIES ACT 2006

**Company Limited by Guarantee
and not having a share capital**

NEW ARTICLES OF ASSOCIATION

**(as adopted by a special resolution passed on 6 October 2012
and as further amended by written resolution dated 15 June 2022)**

of

VERSUS ARTHRITIS

Company Number 00490500

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles the following words and expressions shall have the following meanings:

“Annual Board Meeting” the annual meeting of the Board of Trustees designated for the appointment of Trustees pursuant to Article 18;

“Appointments and Remunerations Committee” the committee of the Board of Trustees established pursuant to Article 40;

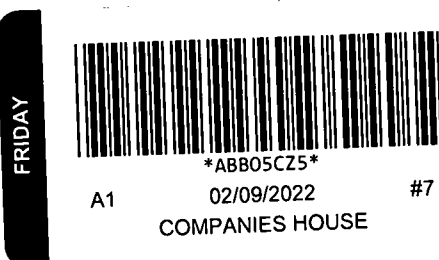
“ Articles” these Articles of Association of the Charity;

“Board of Trustees” the board of directors and charity trustees of the Charity for the time being;

“Chairman” the Chairman of the Charity appointed in accordance with the Articles;

“Charity” the company known as “Versus Arthritis”;

“clear days” in relation to a period of notice means the 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;
“Companies Act”	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
“Deputy Chairman”	the Deputy Chairman of the Charity appointed in accordance with the Articles;
“electronic form”	as defined in Section 1168 of the Companies Act 2006;
“General Meeting”	a general meeting of the Members;
“Member”	a member of the Charity for the time being;
“Objects”	the objects of the Charity; as set out in Article 3;
“President”	the President of the Charity appointed in accordance with the Articles;
“Registered Office”	the registered office of the Charity;
“Regulations”	the regulations of the Charity made by the Board of Trustees pursuant to Article 42 or any other Article;
“Trustee”	a director of the Charity for the time being;
“United Kingdom”	Great Britain and Northern Ireland;
“in writing”	written, printed or transmitted in writing, including in electronic form.

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

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification or re-enactment of the Companies Act in force at the date of the adoption of the Articles.

- 1.4 Unless the context otherwise requires, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
- 1.5 The relevant model articles for a company limited by guarantee are expressly excluded.

NAME

- 2 The Charity's name is "Versus Arthritis".

OBJECTS

- 3 The Charity's objects are specifically restricted to the following:
- 3.1 to advance the study of and research into the causes, treatment and cure of arthritis and related musculoskeletal disorders and disseminate the useful results of that research;
- 3.2 to relieve the needs of those suffering from arthritis and related musculoskeletal disorders, including by:
- 3.2.1 promoting the teaching of matters relating to, and the further understanding of, arthritis and related musculoskeletal disorders among health care professionals and students and other persons involved in the treatment of such disorders;
- 3.2.2 improving the treatment and care of persons suffering from arthritis and related musculoskeletal disorders;
- 3.2.3 to advance the education of the public in all matters relating to arthritis and related musculoskeletal disorders including those persons suffering from such disorders.

POWERS

- 4 In furtherance of the Objects, but not otherwise, the Charity may exercise the following powers:
- 4.1 to institute or assist in instituting, and provide continuing support for, any research in furtherance of the Objects;
- 4.2 to seek to co-ordinate works of research in furtherance of the Objects;
- 4.3 to co-operate with any persons carrying on research in any part of the world;
- 4.4 to establish or assist in establishing or extending institutions, research centres of excellence or other facilities for the better treatment of arthritis and musculoskeletal disorders;

- 4.5 to act in an advisory capacity to any Government Department, public or private institution or body of persons on matters pertaining to the Objects;
- 4.6 to endow Chairs, Readerships and Lectureships and provide other support to, appropriate institutions to facilitate the conduct of study and research in furtherance of the Objects;
- 4.7 to cause to be written, published, produced and circulated, and to encourage contributions to and publication and production of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, recorded tapes and communications in any medium;
- 4.8 to sponsor and hold meetings, symposia, conferences, lectures, classes, seminars, courses and exhibitions either alone or with others;
- 4.9 to foster and promote contacts and exchange of information and ideas;
- 4.10 to sponsor continuing medical education for healthcare professionals;
- 4.11 to foster and promoted greater interest and knowledge of all forms of arthritis and related musculoskeletal disorders among healthcare professionals, the public and patients and to this end to assist the media in providing factual information on the subject;
- 4.12 to take such steps as may be required for the purpose of procuring contributions to the funds of the Charity by way of subscriptions, donations, devises, bequests, grants, subventions or otherwise, provided that in raising funds the Charity shall not undertake any taxable trading activities the profits of which are liable to tax;
- 4.13 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the Objects of the Charity;
- 4.14 to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;
- 4.15 to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and

- to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
- 4.16 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Charity;
- 4.17 to borrow or raise money for the purposes of the Charity on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
- 4.18 subject to the provisions of Article 5 below, to employ such staff (not being members of the Board of Trustees) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, their widows or widowers and other dependants;
- 4.19 to invest the moneys of the Charity not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit (subject to such conditions and such consents as may be required by law) and to dispose of or otherwise deal with any investments so made;
- 4.20 to make any donation either in cash or assets for the furtherance of the Objects;
- 4.21 to establish and support or aid in the establishment or support of, subscribe to or become a member of any charitable trust, association or institution having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way concerned with all or any of the Objects or calculated to further all or any of the Objects;
- 4.22 to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may promote the Objects;
- 4.23 to cooperate or associate with other bodies;
- 4.24 to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, trusts, corporations, association or other bodies pursuing the Objects;
- 4.25 to amalgamate with any charity operating in furtherance of the Objects or similar charitable purposes;
- 4.26 to insure and arrange insurance cover for and to indemnify employees, voluntary workers and members from and against all such risks incurred in the course of the

performance of their duties in relation to the Charity, provided that such persons shall not be indemnified against any wilful or individual fraud and shall be sought to be made liable for such acts;

- 4.27 to establish where necessary or convenient local and regional organisations and branches (whether autonomous or not);
- 4.28 to establish subsidiary companies provided that this is done in furtherance of the Objects;
- 4.29 to enter into contracts to provide services to or on behalf of other bodies;
- 4.30 to employ as a professional investment manager for the Charity any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager ("the Manager") the exercise of all or any of the power of investment on such terms and at such reasonable remuneration as the Trustees may see fit but always subject to the following:
 - 4.30.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Trustees;
 - 4.30.2 The Trustees shall give directions to the Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf;
 - 4.30.3 The Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
 - 4.30.4 The Trustees will be bound to review the arrangements for delegation at least once in every 24 months;
 - 4.30.5 The Manager shall keep the Trustees informed on a regular basis of the performance of the investment portfolio managed by the Manager;
- 4.31 to arrange for any investments of the Charity or income from those investments or any other property of the Charity to be held in the name of a nominee and to pay reasonable and proper remuneration to any such nominee;
- 4.32 to do all such other lawful things as are necessary for the achievement of the Objects or any of them.

APPLICATION OF INCOME AND PROPERTY

- 5** The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing in this document shall prevent the payment in good faith by the Charity;
- 5.1 of reasonable and proper remuneration to any member, officer or employee of the Charity (not being a Trustee) for any services rendered to the Charity;
 - 5.2 of interest at a reasonable and proper rate on money lent to the Charity or of reasonable and proper rent for premises demised or let to the Charity by any member or employee of the Charity or Trustee;
 - 5.3 to any employee or Trustee or member of a committee or sub-committee of the Board of Trustees for reasonable and proper out-of-pocket expenses;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Charity or a Trustee may be a member holding not more than one hundredth part of the issued share capital of that company;
 - 5.5 of any premium in respect of any indemnity insurance to cover the liability of the members of the Board of Trustees or of any committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Board of Trustees or of any committee knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees or of any committee in reckless disregard of whether it was a breach of trust or breach of duty or not and Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Charity.

LIABILITY OF MEMBERS

- 6 The liability of the Members is limited.
- 7 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

THE TRUSTEES AND DIRECTORS

- 8 The Trustees are charity trustees within the definition of the Charities Act 2011 and also directors of the Charity as the persons having the general control and management of the administration of the Charity.

MEMBERS

- 9 The Trustees for the time being shall be the Members. Every Member shall sign the register of Members of the Charity or otherwise consent in writing to become a Member.
- 10 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death or termination of Membership under Article 12.
- 11 A register shall be kept at the Registered Office in which shall be entered the name and address of every Member.

TERMINATION OF MEMBERSHIP

- 12 A person shall cease to be a Member if:
- 12.1 by notice in writing to the Charity at the Registered Office he resigns his Membership;
- 12.2 he ceases to be a Trustee.
- 13 In the event of a person ceasing to be a Member under Article 12 his name shall be removed from the register of Members.

POWERS OF THE BOARD OF TRUSTEES

- 14 The business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity as are not required to be exercised by the Charity in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Charity or by

the Articles, but no amendment to the Articles shall invalidate any prior act of the Board of Trustees which would have been valid if that amendment had not been made.

COMPOSITION OF THE BOARD OF TRUSTEES

- 15** The Board of Trustees shall consist of:
 - 15.1** the Chairman
 - 15.2** not more than fourteen other Trustees.
- 16** The Trustees in office immediately after adoption of the Articles of Association of the Charity on 19 March 2008 shall hold the offices and for the terms set out in the Regulations which shall specify whether they are entitled to serve a second term.
- 17** A person shall not hold the offices of President and Chairman at the same time.

APPOINTMENT OF TRUSTEES

- 18** The Board of Trustees shall designate one meeting of the Board of Trustees in each calendar year for:
 - 18.1** the appointment or re-appointment of the Chairman; and.
 - 18.2** the approval or re-appointment of other Trustees pursuant to Articles 21 and 22.
- 19** The Chairman shall be appointed or re-appointed by a resolution of the Trustees at an Annual Board Meeting and shall take office as from the close of that Annual Board Meeting, when the retiring Chairman (if any) shall be deemed to retire.
- 20** All Trustees (other than the Chairman) shall be appointed for their first term of office by the Appointments and Remunerations Committee and shall take office as from the date specified by the Appointments and Remunerations Committee.
- 21** A Trustee appointed under Article 20 shall only continue in office from the close of the next Annual Board Meeting after such appointment if approved by the Trustees thereat and otherwise shall retire from the close of that meeting.
- 22** A Trustee (not being the Chairman) shall only be re-appointed for a second consecutive term of four years if approved by a resolution of the Board of Trustees and shall take office as from the close of the Annual Board Meeting at which his first term of office expires.
- 23** If the office of Chairman becomes vacant, the Deputy Chairman shall serve as Chairman, unless he declares his unwillingness to do so, until the next Annual Board

Meeting. If the Deputy Chairman is unwilling to serve or there is no Deputy Chairman, the Board of Trustees may appoint a Trustee to fill the vacancy in the office of Chairman. Any person so appointed shall hold office until the next Annual Board Meeting.

- 24 The procedures for the appointment and re-appointment of the President, Chairman and other Trustees shall be set out in the Regulations.

TERM OF OFFICE OF TRUSTEES

25 (a) The Chairman shall hold office for a term of ~~three~~five years from the date of his appointment, at the end of which he shall retire, but shall be eligible for reappointment to the same office only for one consecutive term of up to threefive years or for appointment by the Board of Trustees as a Trustee under Article 15.2 for one consecutive term of up to four years.

(b) Provided however that such consecutive term as Chairman (as set out under Article 25(a) above) may be extended by up to one further year, the precise period of such extension to be determined by the Board of Trustees in their absolute discretion.

~~(b)(c)~~ Thereafter he shall not be eligible for re-appointment as a Trustee until at least three years have elapsed.

26 (a) ~~(If approved at an Annual Board Meeting under Article 21,)~~ a Trustee (other than the Chairman) shall hold office for a term of four years from that Annual Board Meeting, at the end of which he shall retire, but shall be eligible for re-appointment for one consecutive term of up to four years or for appointment as Chairman in accordance with Article 25 above.

(b) After his second consecutive four year term as a Trustee (not Chairman) he shall be eligible for appointment as the Chairman under Article 25 above but only for a single term of office subject however to the provisions of Article 25(b) (possible extension of term).

~~(b)(c)~~ He ~~but otherwise~~ shall not be eligible thereafter for reappointment as a Trustee until at least three years have elapsed.

~~25~~27 For the purpose of Articles 22, 25 and 26 "year" shall mean the period between the end of an Annual Board Meeting and the end of the next Annual Board Meeting.

~~26~~28 DEPUTY CHAIRMAN

The Board of Trustees shall appoint the Deputy Chairman for such period of office as the Board of Trustees then decide who shall be eligible for reappointment for one or

more further terms of such period as the Board of Trustees decide **PROVIDED** a term of office must not expire after his current four year term of office as a Trustee. The Deputy Chairman must be appointed or re-appointed from a Trustee who is not the Chairman. The Deputy Chairman shall vacate office if he ceases to be a Trustee.

PROCEEDINGS OF THE BOARD OF TRUSTEES

2729 Subject to the provisions of the Articles, the Board of Trustees may regulate their proceedings as they think fit.

2830 The Chairman or any three Trustees may call a meeting of the Board of Trustees by serving except in the case of an emergency at least seven days' notice on each Trustee, indicating the subject matter. In the case of an emergency, the period of notice shall be at least 24 hours.

2931 Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

3032 The quorum for the transaction of the business of the Board of Trustees shall be five Trustees.

3133 The Chairman or in his absence the Deputy Chairman, shall chair all meetings of the Board of Trustees at which he shall be present, but if at any meeting neither the Chairman nor the Deputy Chairman is willing to preside or is present within ten minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to chair the meeting.

3234 All acts bona fide done by the Board of Trustees or any of its committees, or by any person acting as a Trustee or a Member of a committee, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any Trustee or Member of any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a Trustee or a Member of the relevant committee.

3335 The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Charity, the Board of Trustees and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.

3436 The Board of Trustees may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below five Trustees, the Board of Trustees may act only for the purpose of increasing the number of Trustees to that number.

3537 A resolution in writing of the Board of Trustees or of any of its committees signed or approved in writing by all the Trustees or all the Members of the committee entitled to receive notice of a meeting of the Board of Trustees or of its committees shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved in writing by one or more Trustees or Members of the committee of the Board of Trustees, as the case may be.

3638 All or any of the Trustees or Members of any committee of the Board of Trustees may participate in a meeting of the Board of Trustees or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

DELEGATION TO COMMITTEES

3739 The Board of Trustees may delegate any of its powers or discretions to committees which shall be chaired by a Trustee (other than the Chairman or Deputy Chairman except that the Chairman or Deputy Chairman shall chair the Appointments and Remunerations Committee) but otherwise shall consist of such persons as the Board of Trustees may think fit. All such committees shall, in the exercise of powers so delegated, conform to terms of reference as agreed by the Board of Trustees or any Regulations. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board of Trustees so far as applicable and except where these Articles, any terms of reference or any Regulations otherwise provide. All committees shall fully report their acts and proceedings to the Board of Trustees as soon as is reasonably practicable.

3840 Pursuant to its powers under Article 39, the Board of Trustees shall have the Appointments and Remunerations Committee (in addition to any others it may decide

to establish) with authority to appoint Trustees pursuant to Article 20 (other than the Chairman) and to assist in the procedures for the appointment of the Chairman.

DISQUALIFICATION OF TRUSTEES

~~39.4~~41 The office of a Trustee shall be vacated if he:

~~39.4~~41.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

~~39.4~~41.2 becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs; or

~~39.4~~41.3 resigns his office by written notice to the Charity (but only if at least five Trustees will remain in office when the notice of resignation is to take effect); or

~~39.4~~41.4 becomes disqualified by law from acting as the trustee of a charity or as a company director; or

~~39.5~~41.5 is removed from office by a resolution of the Charity duly passed pursuant to Section 168 of the Companies Act 2006; or

~~39.6~~41.6 is directly or indirectly interested in any proposed transaction or arrangement with the Charity and fails to declare the nature of his interest as required by the Companies Act; or

~~39.7~~41.7 is absent without the permission of the Board of Trustees for three consecutive meetings of the Board of Trustees and the Board of Trustees resolves that his office be vacated.

REGULATIONS

~~40.4~~42

~~40.1~~42.1 The Board of Trustees may from time to time make such regulations as they may think fit and add to, repeal or vary the Regulations. The Regulations may concern the following subjects:

~~40.1.1~~42.1.1 the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;

~~40.1.2~~42.1.2 the procedure for the appointment of Trustees insofar as not regulated by the Articles;

~~40.1.3~~42.1.3 any other subjects which the Articles provide may be covered by the Regulations;

~~40.1.442.1.4~~ generally all such matters as are commonly the subject matter of company rules or bye-laws

~~40.242.2~~ All Regulations so made and for the time being in force shall be binding on all Members and the Board of Trustees shall adopt such means as it may think fit to bring the Regulations to the notice of Members.

~~40.342.3~~ No provision in the Regulations shall contravene any of the provisions of the Memorandum of Association of the Charity, the Articles or the Companies Act.

PRESIDENT OF THE CHARITY

~~4143~~ The Board of Trustees may appoint a person as the President of the Charity for such period and on such terms as they may determine.

~~4244~~ The President shall be entitled to attend and speak, but not vote, at a meeting of the Board of Trustees or at any General Meeting of the Charity. The President is not a Trustee.

HONORARY VICE-PRESIDENTS OF THE CHARITY

~~4345~~ The Board may invite persons who are eminent and meritorious or who have made notable contributions in work relating to arthritis or related musculoskeletal disorders to accept the office of Honorary Vice-President of the Charity. Subject to Article 46 the Honorary Vice-Presidents shall have such privileges as the Board of Trustees may confer on them.

~~4446~~ An Honorary Vice-President shall be entitled to attend and speak, but not vote, at any General Meeting of the Charity. An Honorary Vice-President is not a Trustee.

PROCEEDINGS AT GENERAL MEETINGS

~~4547~~ No business shall be transacted at any General Meeting of the Charity unless a quorum of Members is present at the time when the meeting proceeds to business. At least five Members entitled to vote upon the business to be transacted and being present in person or by proxy shall be a quorum at any General Meeting.

~~4648~~ If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting shall be dissolved.

4749 The Chairman, or in his absence the Deputy Chairman, shall preside as the chair at General Meetings, but if neither the Chairman nor the Deputy Chairman be present within ten minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chair.

4850 The chair of any General Meeting may, with the consent of a 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 business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.

4951 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5052 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:

50.452.1 by the chair of the meeting; or

50.252.2 by at least two Members having the right to vote at the meeting; or

50.352.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting

and a demand by a person as a proxy for a Member shall be the same as a demand by the Member.

5153 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority or an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5254 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

5355 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The

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

5456 In the case of an equality of votes, whether on a show of hands or on a poll the chair of the General Meeting shall be entitled to a casting vote in addition to any other vote he may have.

5557 No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5658 No notice need be given of a poll not taken immediately if the time and 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.

VOTES OF MEMBERS

5759 On a show of hands every Member present in person or by proxy shall have one vote, unless the proxy is himself a Member entitled to vote, and on a poll every Member present in person or by proxy shall have one vote.

5860 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

5961 The appointment of a proxy shall be in the form prescribed by the Board of Trustees signed by the appointor or his duly authorised attorney or authenticated in such manner as the Board or Trustees may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.

The appointment shall be delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the General Meeting to which it relates.

6062 A person who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

6163 An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the appointment of proxy was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

ACCOUNTS AND REPORTS

6264 The Board of Trustees shall comply with the requirements of the Companies Act and the Charities Act 2011 as to keeping accounting records, the audit or examination of accounts and the preparation and filing with the Registrar of Companies and the Charity Commission for England and Wales of annual reports, annual accounts and annual returns

BANK ACCOUNT

6365 Any bank or other account in which any part of the assets of the Charity is deposited shall be under the control of the Board of Trustees and shall indicate the name of the Charity.

INDEMNITY

6466 Subject to the provisions of the Companies Act, every Trustee, or other office or auditor of the Charity, shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

DISSOLUTION

6567 If upon the winding up or dissolution of the Charity there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to some other institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Charity by Article 5 above, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution and, if that cannot be done, then to some charitable object.

6668 Nothing in this constitution shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.

NOTICES

6769 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Trustees or of any of its committees) shall be in writing to an address for the time being notified for that purpose to the person giving the notice.

6870 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Charity by the Member.

6971 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators or otherwise in accordance with the Regulations shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelop containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 24 hours after the time it was sent.

7072 In Articles 69 and 70 "address" in relation to communications in electronic form includes any number or address used for the purpose of such communications.