

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

NORTH YORKSHIRE MOORS RAILWAY TRUST

Company No 01036704

Registered Charity No 501388

As adopted by special resolution dated 31 March 2022

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1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Charity's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Charities Act: means the Charities Act 2011;

Charity: means the North Yorkshire Moors Railway Trust, which is a charitable company regulated by the Articles;

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

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

Clear days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

Connected Person: means any person falling within one of the following categories:

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

Director: means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

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

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Financial Expert: means a person authorised or approved as appropriate by the Financial Conduct Authority and who is reasonably believed by the Directors to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

Member: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

Nominations Committee: means a committee of the Directors formed pursuant to Article 29;

Purposes : means the purposes of the Charity as stated in article 2;

Special resolution: has the meaning given in section 283 of the Act;

United Kingdom: means Great Britain and Northern Ireland; and

Voting Member: means a Member of a membership class with voting rights as determined by the Directors pursuant to Article 8.5;

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 electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Charity.

2. Purposes

- 2.1 The Charity's Purposes are.
 - (a) The education of people of all backgrounds through the operation of a living museum demonstrating the impact of the coal-powered steam railway as a catalyst for the rapid expansion of the Industrial Revolution and a foundation of modern societies and economies.
 - (b) The advancement of heritage by the preservation and operation for the public benefit of the historical railway line across the North York Moors between Grosmont and Pickering, North Yorkshire including the preservation, conservation, maintenance, repair and demonstration of:
 - (i) heritage locomotives and rolling stock;
 - (ii) heritage railway buildings, bridges and other historic railway structures;
 - (iii) heritage signalling systems; and

- (iv) railway archives historical records and artefacts and the operation of heritage steam and diesel trains over the railway and other third party owned or controlled lines.
- (c) The advancement of citizenship, community development and individual wellbeing for all ages, backgrounds and ethnicities through the promotion of volunteering, learning and training including training and development in at-risk heritage skills.
- (d) The advancement of conservation of the flora, fauna and species within the Charity's lineside estate, adjacent to and within the North York Moors National Park, including designated areas of special scientific interest forming part of that estate.

3. Powers

In pursuance of the Purposes , but not further or otherwise, the Charity has the power to:

- (a) make all such regulations and bye-laws as the Directors think proper with regard to the operation and conduct of railways and railway services and the fulfilment of the Charity's Purposes ;
- (b) accept (or disclaim) any gift of money, legacy or other property;
- (c) raise funds by way of subscription, donation or otherwise;
- (d) trade in the course of carrying out the Purposes and carry out any other trade which is not expected to give rise to taxable profits;
- (e) establish, incorporate or purchase companies to carry on any trade or to assist the Charity with the operation and conduct of railways and railway services and the fulfilment of the Charity's Purposes and appoint and remove any directors of any such companies or subsidiaries of the Charity and where applicable to hold such directors to account for the fulfilment of the Purposes by holding annual consultative meetings to review progress or by any other means as the Directors think proper;
- (f) sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law and taking into account the Charity's collections disposal policy;
- (g) borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- (h) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;

- (i) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (j) set aside funds for particular purposes or as reserves against future expenditure;
- (k) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- (l) delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the Charity's investment policy is set down in writing by the Directors for the Financial Expert;
 - (ii) all transactions are reported promptly and regularly to the Directors;
 - (iii) investment performance is reviewed regularly with the Directors;
 - (iv) the delegation arrangement may be cancelled by the Directors at any time;
 - (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
 - (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Directors on receipt;
 - (vii) the Financial Expert must not do anything outside the powers of the Charity;
- (m) arrange for the investments or other property of the Charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Directors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (n) co-operate with other bodies and to exchange information and advice with them;
- (o) establish or support or aid in the establishment and support of any organisation formed for purposes similar to any or all of the Purposes;
- (p) enter into partnership or other arrangement with any other body with purposes similar to any or all of the Purposes;
- (q) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with purposes similar to any or all of the Purposes;

- (r) enter into contracts to provide services to or on behalf of other bodies;
- (s) provide or procure the provision of advice;
- (t) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media and including electronic media in all of its forms;
- (u) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- (v) subject to article 4.2:
 - (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Purposes; and
 - (ii) make reasonable provision for the payment of pensions for employees and their dependents;
- (w) take out such insurance policies as are necessary to protect the Charity;
- (x) provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- (y) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (z) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law and that are deemed by the trustees to further the Purposes and party political lobbying in any form is not permitted;
- (aa) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (bb) provide and assist in the provision of money, materials or other aid;
- (cc) act as trustee and to undertake and execute charitable trusts;
- (dd) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having purposes similar to the Purposes;
- (ee) pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity; and
- (ff) do anything lawful which is calculated to further the Purposes or is conducive or incidental to doing so.

4. Application of income and property

4.1 The income and property of the Charity shall only be applied to promote the Purposes.

4.2 Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:

- (a) a benefit to any Member in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that article 5 applies if such a Member is a Director;
- (c) interest on money lent by a Member to the Charity at a reasonable and proper rate;
- (d) reasonable and proper rent for premises demised or let by a Member to the Charity; and
- (e) any payment to a Member who is also a Director which is permitted under article 5.

5. Benefits and payments to Directors and Connected Persons

5.1 A Director may:

- (a) with the prior approval of the Directors receive reimbursement of reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
- (b) benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;
- (c) receive payment under an indemnity from the Charity in the circumstances set out in article 36;
- (d) not receive any other financial benefit or payment from the Charity unless it is authorised by this article 5.

5.2 Unless the benefit or payment is permitted under article 5.3, no Director or Connected Person may:

buy any goods or services from the Charity on terms preferential to those applicable to members of the public; sell goods, services, or any interest in land to the Charity;

- (a) be employed by, or receive any remuneration from, the Charity; or
- (b) receive any other financial benefit from the Charity.

5.3 A Director or a Connected Person may:

- (a) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- (b) receive reasonable and proper rent for premises let to the Charity;
- (c) receive interest at a reasonable and proper rate on money lent to the Charity;
- (d) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public; and
- (e) receive or retain any other payment or benefit for which prior written authorisation has been obtained from the Charity Commission.

The Charity and its Directors may only rely upon the authority provided by Article 5.3 (a) to (d) if the provisions of Article 29 are observed and a majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 5.

5.4 In article 5.3 , the "Charity" includes any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Directors to the company.

5.5 A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this article 5.

6. Winding up

Clause 8 of the Memorandum of Association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

7. Liability of members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

8. Members

- 8.1 The Charity shall admit to membership an individual who or an organisation which:
- (a) applies to the Charity using such application process to be approved by the Directors at their discretion from time to time; and
 - (b) is approved by the Directors.
- 8.2 The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.
- 8.3 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.
- 8.4 Membership is not transferable.
- 8.5 The Directors may establish different classes of membership (including, but not limited to voting Members and non-voting Members) and determine membership subscriptions and set out different rights and obligations for each class (including, but not limited to voting rights), with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling the criteria for admission to those classes.

9. Termination of membership

A Member shall cease to be a Member if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) the Member resigns by giving notice to the Charity in writing, unless the resignation would cause there to be fewer than three Members;
- (c) any subscription or other sum payable by the Member to the Charity remains unpaid within three months of it falling due and the Charity notifies the Member in writing of the termination of their membership;
- (d) the Member is removed from membership by a resolution of no less than three quarters of the Directors present and voting at a duly convened and quorate Directors' meeting that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:
 - (i) the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been

given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member.

A Member removed from membership by such a resolution shall remain liable to pay to the Charity any subscription or other sum owed by them and shall not be entitled to a refund of any such subscription or other sum paid by them to the Charity.

10. Annual general meetings

- 10.1 The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.
- 10.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.
- 10.3 The business at an annual general meeting shall include:
- (a) the consideration of the accounts, balance sheets, reports of the Directors and auditors;
 - (b) the retirement, appointment or re-appointment of Directors in accordance with Article 19; and
 - (c) the appointment of the auditors.

11. Notice of general meetings

General meetings, including the annual general meeting, are called on a minimum of 21 clear days' notice. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

- 11.1 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 11.2 The notice shall be given to:
- (a) each Member;
 - (b) each Director; and

(c) the auditors for the time being of the Charity.

11.3 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12. Proceedings at general meetings

12.1 Every general meeting of the Charity shall have a chair:

- (a) The chair of Directors shall chair general meetings of the Charity or, if the chair of Directors is absent, the vice-chair of Directors shall act as chair.
- (b) If neither the chair nor the vice-chair of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- (c) If there is only one Director present and willing to act, that Director shall chair the meeting.
- (d) If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

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

12.3 A quorum is 15 Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

12.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.

12.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

- (a) is to be adjourned to a particular date, time and place; or
- (b) shall be adjourned to a date, time and place to be appointed by the Directors;

and shall have regard to any directions as to date, time and place which have been given by the meeting.

- 12.6 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given and containing the same information which such notice is required to contain.
- 12.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 12.8 Any Member may participate in a general meeting, including an annual general meeting (in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants).

13. Voting at general meetings

- 13.1 A vote on a resolution proposed at a general meeting may be decided by Voting Members' postal vote or by any suitable electronic means agreed by the Directors.
- 13.2 On a poll or Voting Members' postal vote or vote by suitable electronic means, every Voting Member, whether an individual or an organisation, shall have one vote.
- 13.3 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 13.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 13.5 A poll may be demanded by:
- (a) the chair of the meeting;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 13.6 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal

- 13.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.8 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.9 The poll shall be conducted in such manner as the chair directs and the chair may 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 was demanded.
- 13.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

14. Members which are organisations

- 14.1 An organisation which is a Member of the Charity may authorise any person to act as its representative at any meeting of the Charity and to exercise, on behalf of the organisation, the rights of the organisation as a member.
- 14.2 The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity.
- 14.3 The Charity shall be entitled to consider that any notice received by it in accordance with article 14.2 is conclusive evidence that the representative is entitled to represent the organisation and that his authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

15. Written resolutions

- 15.1 Subject to article 15.4, a written resolution of the Voting Members passed in accordance with this article 15 shall have effect as if passed by the Voting Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or

- (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 15.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 15.3 Any resolution of the Voting Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 15.4 A Voting Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 15.5 A copy of the written resolution must be sent to every Voting Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 15.6 A Voting Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Voting Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
 - (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the Charity in electronic form, and the Charity has agreed to Voting Members signifying their agreement in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 15.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 15.8 A proposed written resolution shall lapse if it is not passed within 21 days beginning with the Circulation Date.
- 15.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.

- 15.10 The Voting Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

16. Directors

- 16.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than three and a maximum of twelve.
- 16.2 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

17. Powers of Directors

- 17.1 Subject to the provisions of the Act, the Articles and any special resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 17.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.
- 17.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

18. Appointment of Directors

- 18.1 Any person who is a fully paid up Voting Member of the Charity who is at least eighteen years of age and willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by:
- (a) Voting Members postal vote pursuant to Article 19.4; or
 - (b) resolution of the Directors to fill a vacancy that has arisen or to co-opt expertise onto the Board, but any person appointed under this Article 18.1(b) shall hold office only until the conclusion of the next Annual General Meeting (unless they are reappointed in accordance with Article 19).
- 18.2 The appointment of a Director must not cause the total number of Directors to exceed twelve in accordance with Article 16.1.
- 18.3 Subject to Article 19.2, at every Annual General Meeting one third of the Directors shall retire from office. If the number of Directors at the time is not three or a multiple of three the number nearest to one third shall retire from office. The Directors to retire shall be those who have been longest in office since their last appointment. If Directors were

appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. .

19. Procedure Appointment and Retirement of Directors

- 19.1 Directors shall retire from office when required in accordance with Article 18.3, but may, subject to this article 19, be reappointed by the Voting Members pursuant to Article 19.4 if their reappointment is recommended by the Nominations Committee in accordance with Article 19.3.
- 19.2 On adoption of these Articles the Directors shall be those duly elected pursuant to a Voting Members' postal vote to take office only upon such adoption notwithstanding that vote being held prior to the date of the General Meeting at which these Articles are adopted and at which the result of such postal vote is declared. All Directors holding office prior to such adoption and declaration shall cease to hold office at and from that General Meeting without entitlement to compensation for loss of office or any right of appeal. The Directors taking office on adoption of these Articles shall notwithstanding Article 18.3 not be required to retire by rotation before the second Annual General meeting following such adoption. They may come to such agreement as they see proper in respect of the order in which they are to retire and may take into account Directors' previous terms of office.
- 19.3 No person may be appointed or reappointed a Director by the Voting Members unless that person is recommended by the Nominations Committee in accordance with any procedures and terms of reference that are agreed by the Directors from time to time.
- 19.4 The appointment of Directors shall be by Voting Members' postal vote by simple majority of postal votes received and pursuant to other such rules that are made by the Directors from time to time. Voting Members' postal votes shall be conducted by sending a printed voting slip to Members who are eligible to vote no later than 21 clear days prior to the date of the next Annual General Meeting and by ordinary post to their last known addresses. Voting Members will be informed of the date and method by which they must indicate their approval of the postal vote if it is not to lapse.
- 19.5 If a Director is required to retire at an Annual General Meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

20. Disqualification and removal of Directors

A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Act;
- (b) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;

- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) cease to be a Member of the Charity;
- (e) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (f) in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) resign by written notice to the Charity, provided that at least three Directors will remain in office once the resignation takes effect; or
- (h) are absent from all the meetings of the Directors held within a period of twelve consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
- (i) are removed from office by a resolution of no less than three quarters of the Directors present and voting at a duly convened and quorate meeting that it is in the best interests of the Charity that their office be vacated. Such a resolution must not be passed unless:
 - (i) the Director has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing and shall have the right to be accompanied by an advisor or companion if they wish. For the avoidance of doubt, the advisor or companion accompanying the Director (if any) shall not be permitted to make representations on the Director's behalf at the meeting unless permitted by the other Directors. The other Directors must consider any representations made by the Director and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director to the Members in a general meeting.

21. Proceedings of Directors

- 21.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 21.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Director or person acting as a Director was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

22. Calling a Directors' meeting

- 22.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 22.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:
 - (a) the time, date and place of the meeting;
 - (b) the general particulars of the business to be considered at the meeting; and
 - (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

23. Participation in Directors' meetings

- 23.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 23.2 If all the Directors participating in the 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.

24. Quorum for Directors' meetings

- 24.1 The quorum for Directors' meetings shall be one half or the number nearest to at least one half of all the Directors.
- 24.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 24.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:
 - (a) appoint further Directors; or
 - (b) call a general meeting so as to enable the members to appoint further Directors.

25. Chairing Directors' meetings

- 25.1 The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as vice-chair of Directors.
- 25.2 If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.
- 25.3 The Directors may terminate the appointment of a chair or any vice-chair of Directors at any time.

26. Decision-making by Directors

- 26.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision or taken at a meeting (with the exception of a decision made in accordance with Article 20(i)) or a decision made in accordance with Article 27).
- 26.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

27. Decisions by Directors without a meeting

- 27.1 A decision of the Directors is taken in accordance with this Article when two thirds of eligible Directors indicate to each other by any means that they share a common view on a matter.
- 27.2 Such a decision may take the form of a resolution in writing, circulated to all eligible Directors, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 27.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 27.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

28. Delegation by Directors

- 28.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising one or more Directors and/or any such other people at the discretion of the Directors. Any such committee may be referred to or called a 'Board Support Group' or anything else at the discretion of the Directors.
- 28.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.
- 28.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
 - (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 28.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.
- 28.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 28.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 28.7 The Directors may revoke or alter a delegation.
- 28.8 All acts and proceedings of any committee shall be fully reported to the Directors in accordance with rules to be made at the discretion of the Directors.

29. Conflicts of interests

- 29.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 29.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the

Charity and any personal interest (including, but not limited to, any personal financial interest).

29.3 If a conflict of interests arises for a Director 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 directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director 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 director 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 directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article 229.3 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 director or to a connected person as specified in Article 5.

30. Secretary

30.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

30.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

31. Minutes

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

32. Seal

- 32.1 The seal, if any, may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.
- 32.2 The Directors may determine by what means and in what form the seal is to be used.
- 32.3 Unless otherwise decided by the Directors, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 32.4 For the purposes of this Article, an authorised person is:
- (a) any Director;
 - (b) the secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the seal is applied.

33. Records and accounts

- 33.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 33.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 33.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

34. Communications

- 34.1 The Charity may deliver a notice or other document to a Member:
- (a) by delivering it by hand to the address recorded for the Member in the register of Members;

- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing;
- (d) by electronic mail to an address notified by the Member in writing;
- (e) by a website, the address of which shall be notified to the Member in writing; or
- (f) by advertisement in at least two national newspapers.

34.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

34.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

34.4 If a notice or document is sent:

- (a) by post or other delivery service in accordance with article 34.1(b), it is treated as being delivered:

- (i) 24 hours after it was posted, if first class post was used; or
- (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (iii) properly addressed; and
 - (iv) put into the post system or given to delivery agents with postage or delivery paid.
- (b) by fax, it is treated as being delivered at the time it was sent;
 - (c) by electronic mail, it is treated as being delivered at the time it was sent;
 - (d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

34.5 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

35. Irregularities

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

36. Indemnity

36.1 Subject to article 36.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

36.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

37. Rules

37.1 The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:

- (a) the admission of Members of the Charity, their rights and privileges and other conditions of membership;
- (b) the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
- (c) the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or by the Articles.

37.2 The Charity in general meeting may alter, add to or repeal the rules by special resolution.

37.3 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.