

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MARIE STOPES INTERNATIONAL

**ARTICLES
OF ASSOCIATION**

Incorporated 16th March 1973

Company No 1102208



The Companies Acts 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
Marie Stopes International

Interpretation

1 In these articles -

"address" means a postal address or, or the purposes of electronic communication, any number or address used for the purposes of such communications, in each case registered with the Charity,

"Charities Acts" means the Charities Acts 2006 and 2011 and all other statutory provisions affecting charities in force from time to time insofar as they apply to the Charity,

"the Charity" means the company intended to be regulated by the Articles,

"the Companies Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

"the Articles" means these articles of association of the Charity,

"clear days" in relation to the period of a 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,

"committee" means a committee appointed by the trustees in accordance with the Articles,

"executed" includes any mode of execution,

"office" means the registered office of the Charity,

"the seal" means the common seal of the Charity if it has one,

"secretary" means any person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning),

"the United Kingdom" means Great Britain and Northern Ireland, and

other words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act

- 2 The name of the Charity is "MARIE STOPES INTERNATIONAL"
- 3 The Registered Office of the Charity will be situated in England
- 4 The Charity is established for the general benefit of the public -
- to provide sexual, reproductive, maternal and general health services, including, advice, information, education, training, counselling, advocacy, screening, clinical and medical services and treatment
- to reduce maternal mortality, relieve sickness and preserve physical, mental and sexual health and prevent poverty and distress resulting from unplanned conception
- to carry out and/or promote the carrying out of research relating to sexual and reproductive health, maternal and general health
- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the Charity has the power -
- 5(1) to raise funds,
- 5(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 5(3) to sell, lease or otherwise dispose of all or any part of its property,
- 5(4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party,
- 5(5) to co-operate and enter into arrangements with other charities, persons, organisations, voluntary bodies and authorities, international, national, local or otherwise, to exchange information and advice with them and to obtain from any such persons, organisations or authorities any rights, privileges and concessions,
- 5(6) to issue appeals, hold public meetings, lectures and exhibitions and take such other steps as may be required for the purpose of promoting and publicising the objects of the Charity and procuring contributions to its funds in the shape of donations, subscriptions or otherwise,
- 5(7) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Charity,
- 5(8) to invest the moneys of the Charity not immediately required for its purposes in or upon such shares stocks, funds, securities or other investments in any

part of the world involving liability or not as the Charity shall in its absolute discretion think fit,

- 5(9) to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity,
- 5(10) to establish or support any charitable trust, association or body or institution formed for any of the Charity's objects, to undertake and administer any trusteeship and to act as a trust corporation,
- 5(11) to undertake and execute charitable trusts,
- 5(12) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity,
- 5(13) subject to the provisions of Article 5, to make all reasonable provision for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants,
- 5(14) to amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Charity, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by the Articles,
- 5(15) to set aside income as a reserve against future expenditure
- 6 The income and property of the Charity shall be applied solely towards the promotion of the Objects
- 7 A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
- 8 A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, the Charities Acts
- 9 A director may receive an indemnity from the Charity in the circumstances specified in Article 78
- 10 Subject to Articles 11 to 16, none 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 does not prevent a member who is not also a trustee receiving -
- 10(1) a benefit from the Charity in the capacity of a beneficiary of the Charity,

- 10(2) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 11 No trustee may -
- 11(1) buy any goods or services from the Charity,
- 11(2) sell goods, services, or any interest in land to the Charity,
- 11(3) be employed by, or receive any remuneration from the Charity,
- 11(4) receive any other financial benefit from the Charity, unless -
- 11(4)(a) the payment is permitted by Articles 12-16 and the trustees follow the procedure and observe the conditions set out in Article 17, or
- 11(4)(b) the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes
- 12 A trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- 13 A trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a trustee
- 14 A trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the trustees
- 15 A company of which a trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the trustee holds no more than 1% of the issued capital of that company
- 16 A trustee may receive rent for premises let by the trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper
- 17 The Charity and its trustees may only rely upon the authority provided by Articles 12-16 if each of the following conditions is satisfied -
- 17(1) the remuneration or other sums paid to the trustee do not exceed an amount that is reasonable in all the circumstances,
- 17(2) the trustee is absent from the part of any meeting at which there is discussion of -
- 17(2)(a) his or her employment or remuneration, or any matter concerning the contract, or

- 17(2)(b) his or her performance in the employment, or his or her performance of the contract, or
- 17(2)(c) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 11, or
- 17(2)(d) any other matter relating to a payment or the conferring of any benefit permitted by Articles 12-16
- 17(3) The trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting,
- 17(4) The other trustees are satisfied that it is in the interests of the Charity to employ or to contract with that trustee rather than with someone who is not a trustee. In reaching that decision the trustees must balance the advantage of employing a trustee against the disadvantages of doing so (especially the loss of the trustee's services as a result of dealing with the trustee's conflict of interest),
- 17(5) The reason for their decision is recorded by the trustees in the minute book,
- 17(6) A majority of the trustees then in office have received no such payments,
- 17(7) The employment or remuneration of a trustee includes the engagement or remuneration of any firm or company in which the trustee is -
 - 17(7)(a) a partner,
 - 17(7)(b) an employee,
 - 17(7)(c) a consultant,
 - 17(7)(d) a director, or
 - 17(7)(e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital

18 In Articles 7-17 -

- 18(1) "company" shall include any company in which the Charity -
 - 18(1)(a) holds more than 50% of the shares, or
 - 18(1)(b) controls more than 50% of the voting rights attached to the shares, or
 - 18(1)(c) has the right to appoint one or more directors to the Board of the company

- 18(2) "trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the trustee or any person living with the trustee as his or her partner
- 19 The liability of the members is limited
- 20 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity 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 contributors amongst themselves such amount as may be required not exceeding £1
- 21 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable trust or body having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 6, such trust or body to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object

Members

- 22 New members of the Charity shall be admitted to membership by ordinary resolution of the members or by a written resolution of the members of the Charity passed in accordance with the Companies Act, provided that if at any time the number of members falls below two, the trustees may appoint a member or members to bring the membership up to two
- 23 Unless the Charity in general meeting shall make other provision under Articles 81-82 any member of the Charity may retire by written notice to the Charity, provided that after such retirement the number of members is not less than two
- 24 Membership is terminated if the member is removed from membership by a resolution of not less than 75% of the remaining members that his or her membership is terminated

General meetings

- 25 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting

Notice of general meetings

- 26 A general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but 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, being a majority together holding not less than 90 percent of the total voting rights.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts.

The notice shall be given to all the members and to the trustees and auditors.

- 27 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

- 28 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall constitute a quorum.
- 29 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 30 The members may from time to time appoint a member to act as chair of their meetings.
- 31 If no chair has been appointed, or if the chair is not present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
- 32 The chair 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. 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.

- 33 A resolution put to the vote of a 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 -
- 33(1) by the chair, or
- 33(2) by at least two members having the right to vote at the meeting,
- and a demand by a person as proxy for a member shall be the same as a demand by the member
- 34 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 and 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
- 35 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
- 36 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 37 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have
- 38 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or 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
- 39 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

Attendance and speaking at general meetings

- 40 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 41 A person is able to exercise the right to vote at a general meeting when -
 - 41(1) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 41(2) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 42 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 43 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 44 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Written resolutions

- 45 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that -
 - 45(1) a copy of the proposed resolution has been sent to every eligible member,
 - 45(2) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - 45(3) 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
- 46 A resolution in writing may comprise several copies to which one or more members have signified their agreement

Votes of members

- 47 Subject to Article 37, on a show of hands every member present in person shall have one vote On a poll every member present in person or by proxy shall have one vote A proxy need not be a member of the Charity
- 48 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

Trustees

- 49 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

Powers of trustees

- 50 Subject to the provisions of the Companies Act and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity No alteration of the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

Appointment and retirement of trustees

- 51 No person may be appointed as a trustee in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 54
- 52 Save as set out above, the members may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee
- 53 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees

Disqualification and removal of trustees

- 54 A trustee shall cease to hold office if he or she -
- 54(1) ceases to be a trustee by virtue of any provision in the Companies Act or is disqualified from acting as a trustee by virtue of the Charities Acts,

- 54(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 54(3) resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
- 54(4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated, or
- 54(5) is removed by an ordinary resolution of the members

Trustees' expenses

- 55 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees or general meetings or otherwise in connection with the discharge of their duties

Proceedings of trustees

- 56 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote
- 57(1) Whenever a trustee or a member of a committee has a personal interest in a matter to be discussed at a meeting of the trustees or a committee he or she must -
 - 57(1)(a) declare an interest at or before the beginning of discussion of the matter,
 - 57(1)(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - 57(1)(c) not be counted in the quorum for that part of the meeting, and
 - 57(1)(d) withdraw during the vote and have no vote on the matter
- 57(2) For the purposes of this Article, an interest which a trustee or member of a committee has in a matter to be discussed at a meeting of the trustees or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Charity by the Articles or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated

as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the trustee or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

- 58 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
- 59 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 60 The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.
- 61 The trustees may appoint one or more committees consisting of one or more trustees or other persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee - provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees and provided further that no decision at any meeting of any such committee to exercise any powers delegated to it by the trustees shall be effective unless a majority of those present at the time of the decision are trustees.
- 62 All acts done by a meeting of trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or member of such committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee or member of such committee and had been entitled to vote.
- 63 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or by all committee members entitled to receive notice of a meeting of a committee, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees or committee members.

- 64 Any bank, building society or other account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity

Participation in trustees' meetings

- 65 Subject to the Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when -
- 65(1) the meeting has been called and takes place in accordance with the Articles, and
- 65(2) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 66 In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any director is or how they communicate with each other
- 67 If all the trustees participating in a 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

Minutes

- 68 The trustees shall keep minutes in books kept for the purpose -
- 68(1) of all appointments of officers made by the trustees, and
- 68(2) of all proceedings at meetings of the Charity and of the trustees and of committees including the names of the trustees and committee members present at each such meeting

The Seal

- 69 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

Means of communication to be used

- 70 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity
- 71 Subject to the Articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be

sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being

72 Any notice to be given to or by any person under the Articles -

72(1) must be in writing, or

72(2) must be given in electronic form

73 The Charity may give any notice to a member either -

73(1) personally, or

73(2) by sending it by post in a prepaid envelope addressed to the member at his or her address, or

73(3) by leaving it at the address of the member, or

73(4) by giving it in electronic form to the member's address

73(5) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website
The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting

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

75 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

76 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Acts

77 In accordance with the Companies Acts notice shall be deemed to be given -

77(1) 48 hours after the envelope-containing it was posted, or

77(2) in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

78 The Charity may indemnify a relevant director against any liability incurred by him or her in that capacity, to the extent permitted by the Companies Acts

79 In this Article a 'relevant director' means any director or former director of the Charity

- 80 The Charity may indemnify an auditor against any liability incurred by him or her or it -
- 80(1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or
- 80(2) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court

Rules

- 81 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate -
- 81(1) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
- 81(2) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles,
- 81(3) generally, all such matters as are commonly the subject matter of company rules
- 82 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

Amendment of Articles

- 83 The members may from time to time, subject to the Charities Acts, amend the Articles by special resolution