

**Company No: 01820492**

**THE COMPANIES ACT 2006**

**Company Limited by Guarantee**

**and not having a share capital**

**ARTICLES OF ASSOCIATION \***

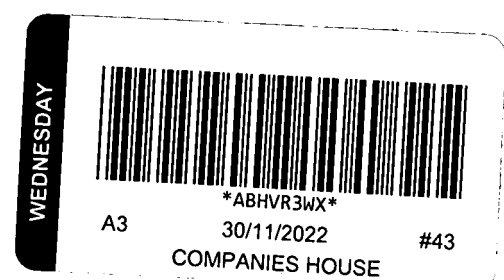
**OF**

**HUMANKIND CHARITY \*\***

**Incorporated on 30 May 1984**

**\* Adopted by Special Resolution passed on 3 March 2011 and amended by Special Resolution passed on 27 March 2017, and Special Resolution passed on 11 October 2022.**

**\*\* Name changed by Special Resolution passed on 23 May 2018**



## THE COMPANIES ACT 2006

## COMPANY LIMITED BY GUARANTEE

## AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

### OF

### HUMANKIND CHARITY

### INTERPRETATION

1. In these articles:

**"the Charity"** means the company intended to be regulated by these articles;

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

**"Ch Act 2011"** means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;

**"the Articles"** means these Articles of Association of the Charity including the Appendix;

**"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;

**"executed"** includes any mode of execution;

**"the Memorandum"** means the Memorandum of Association of the Charity;

**"the members"** means the company law members of the Charity for the purposes of CA 2006;

**"office"** means the registered office of the Charity;

**"the seal"** means the common seal of the Charity if it has one;

**"secretary"** means the secretary of the Charity or any other 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

words importing one gender shall denote all genders and gender neutral.

Subject as aforesaid, words or expressions contained in these Articles shall unless the context requires otherwise bear the same meaning as in CA 2006

### COMPANY NAME

1. The company's name is Humankind Charity (and in this document it is called **"the Charity"**).

## REGISTERED OFFICE

2. The Charity's registered office is to be situated in England.

## OBJECTS

3. The objects ("**the Objects**") for which the Charity is established are for general charitable purposes in order to provide support and assistance to individuals who may be socially excluded and seeking to improve their quality of life, to become fully integrated members of Society, in particular by:
  - 3.1 providing assistance and support in the relief of physical and mental sickness of persons in need by reasons of substance abuse or dependency, including alcohol and drugs;
  - 3.2 providing assistance and support in the prevention of harm by reasons of substance abuse or dependency including alcohol and drugs;
  - 3.3 relieving the hardship of those in need by reasons of youth, age, infirmity, physical or mental disability, poverty or social and economic circumstances by the provision of social housing and housing support;
  - 3.4 the relief of unemployment and advancement of education (including sustainable training for employment or work) for the benefit of the public generally and in particular such persons who are in need due to the lack of educational or skills attainment or who otherwise require assistance in gaining employment;
  - 3.5 the relief of poverty, hardship (financial or otherwise) and distress among children, young people, families and other members of society in necessitous circumstances by providing and assisting in the provision of such facilities, advice and support as may be required to improve their conditions of life; and
  - 3.6 assisting in the preservation and protection of health, and in the treatment and care of persons suffering from mental or physical illness or in need of rehabilitation as a result of such illness, through the provision of clinical and other services and support.

## EXERCISE OF POWERS

4. In furtherance of the Objects the Charity may exercise the following powers:-
  - 4.1 to provide housing and other forms of accommodation to encourage, promote and manage charitable activities in the field of training, education, vocational preparation and recreation for young persons and disadvantaged adults, and to provide and support facilities to assist such persons who have appeared before the Courts on criminal charges;
  - 4.2 to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity;
  - 4.3 to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - 4.4 to purchase take on lease acquire alter improve construct maintain and (subject to such consents as may be required by law) to sell charge let mortgage charge or otherwise dispose of property and buildings;
  - 4.5 subject to clause 5 below to employ such staff who shall not be trustees of the Charity as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants;

- 4.6 to support or establish or aid in the establishment of any charitable trusts associations or institutions formed for all or any of the Objects;
- 4.7 to acquire merge collaborate amalgamate or co-operate with other charities or voluntary bodies operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.8 to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity and the maintenance of a policy of trustee indemnity insurance (as the trustees may require from time to time in accordance with clause 4.9 below);
- 4.9 to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity and the trustees when required including (but not restricted to):
  - 4.9.1 the provision of indemnity insurance to cover the liability of the trustees:
    - (a) 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;
    - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.
  - 4.9.2 Any such insurance in the case of (a) above shall not extend to:
    - (a) any liability resulting from conduct which the trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the trustees did not care whether it was in the best interests of the Charity or not;
    - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the trustees;
    - (c) any liability to pay a fine.
  - 4.9.3 Any insurance in the case of (b) shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.10 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 4.11 to borrow money and give security for loans subject always to and in accordance with the Ch Act 2011 ;
- 4.12 to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a written policy on reserves determined by the trustees;
- 4.13 to invest the monies of the Charity not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject always to obtaining advice from a financial expert (having regard to the suitability of investments and the need for diversification) and such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 4.14 to:-
  - 4.14.1 deposit or invest funds (subject to clause 4.13 above);
  - 4.14.2 employ a professional fund-manager; or

- 4.14.3 arrange for the investments or other property of the Charity to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 4.15 to deposit documents or other physical assets with any company or other body registered or having a place of business in the UK as custodian and to pay any reasonable fee required;
- 4.16 to co-operate, collaborate, amalgamate or merge with any other charitable organisation, institution, society, or body not formed or established for purposes of profit (whether incorporated or not and whether in the United Kingdom or elsewhere) whose objects are similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity or by virtue of article 5 hereof;
- 4.17 to procure, to prepare and to print, publish, issue and disseminate any programme, pamphlet, book, document, film, recording or other work, and to fix make and receive fees, royalties and other charges in respect thereof and for admission to and otherwise in respect of any exhibition lecture, display, course of instruction or other activity connected with the Objects of the Charity;
- 4.18 to do all such other lawful things as are necessary for the achievement of the Objects.

#### **INCOME AND EXPENDITURE**

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 any payment in good faith by the Charity:-
- 5.1 of reasonable and proper remuneration for any services rendered to the Charity by any person employed in that capacity by the Charity who is not a trustee;
- 5.2 of fees remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.3 to any trustee of reasonable out-of-pocket expenses;
- 5.4 of payment for goods or services provided by a trustee to the Charity, in accordance with the requirements of s185 Ch Act 2011;
- 5.5 of interest on money lent by any trustee at a reasonable and proper rate;
- 5.6 of reasonable and proper rent for premises demised or let by any trustee.

#### **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.

## **WINDING UP RESIDUAL ASSETS**

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

## **9. MEMBERS**

- 9.1 The members of the Charity are those persons who are from time to time appointed as trustees and who agree to become a member and trustee of the Charity.
- 9.2 The trustees may establish informal or supporter categories of membership, but these shall carry no voting rights.

## **GENERAL MEETINGS**

10. The Charity may hold general meetings in accordance with CA 2006 and, where a general meeting is held, it shall be called and conducted in accordance with CA 2006.

## **NOTICE OF GENERAL MEETINGS**

11. All 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 the members in accordance with CA 2006.
12. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of any annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.
13. 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**

14. No business shall be transacted at any general meeting unless a quorum is present. Three members or the number nearest a third of the total number of members (if greater) entitled to vote upon the business to be transacted shall constitute a quorum.
15. 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 chairperson shall adjourn the meeting to such time and place as the trustees may determine.
16. The chairperson (if any) of the trustees or in their absence some other trustee nominated by the trustees shall preside as chairperson of the meeting.
17. The chairperson 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 the 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.
18. 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 in accordance with the provisions of CA 2006

19. Unless a poll is duly demanded a declaration by the chairperson 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.
20. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairperson. 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.
21. A poll shall be taken as the chairperson directs and they 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 result of the resolution of the meeting at which the poll is demanded.
22. In the case of an equality of votes whether on show of hands or on a poll the chairperson shall be entitled to a casting vote in addition to any other vote they may have.
23. A poll demanded on the election of a chairperson 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 chairperson 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 or 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.
24. 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**

25. Every member shall have one vote and the members shall further be entitled to pass written resolutions in accordance with the provisions of CA 2006. For the avoidance of doubt, written resolutions can be passed by electronic agreement of the members.
26. 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 chairperson whose decision shall be final and conclusive.
27. A member may appoint a proxy in accordance with CA 2006 by notifying the chairperson in writing. A proxy need not be a member of the Charity.
28. The appointment of a proxy and any authority under which it is executed (may be lodged with the Charity in such manner as specified by the trustees subject to complying with CA 2006.
29. Any instrument appointing a proxy shall be valid for one meeting and any adjournment thereof only.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental incapacity or revocation as aforesaid shall have been received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **TRUSTEES**

31. The number of trustees shall be not less than three but shall not be subject to any maximum.

32. The trustees shall be appointed as provided subsequently in the Articles. On appointment as a trustee, an individual shall become a member of the Charity pursuant to these Articles.

### **POWER OF TRUSTEES**

33. Subject to the provisions of CA 2006 the Memorandum 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 Memorandum or 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**

34. Other than the trustees in office at the date these Articles are adopted, whose terms in office are dealt with in accordance with Articles 67 - 69, each trustee shall be appointed for a three year term. Subject to Articles 67-69, at the end of each term a trustee may be re-appointed for a further term of three years.
35. Subject to Articles 67-69 in relation to the trustees in office at the date on which these Articles are adopted, no trustee shall serve in office for more than nine consecutive years, except where the Board deems there to be exceptional circumstances in which case the Board may reappoint such a trustee on an annual basis if they are satisfied it is in the best interests of the Charity notwithstanding that trustee has served nine consecutive years in office.
36. NOT USED
37. No person may be appointed as a trustee:-
- 37.1 unless they have attained the age of 16 years; or
- 37.2 in circumstances such that (had they already been a trustee) they would have been disqualified from acting under CA 2006, Ch Act 2011 or the provisions of these Articles.
38. Trustees shall be appointed by the Board based on their skills and experience, aligned to the requirements of the Charity at any time, and having regard to the need to ensure that the Charity has the right range of skills and expertise on its Board as well as diversity of background and thought in its broadest sense. Recruitment of trustees will be conducted in an open and transparent manner, seeking to maximise interest and participation in the role.
39. NOT USED.
40. NOT USED.
41. NOT USED.

### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

42. A trustee shall cease to hold office if they:
- 42.1 cease to be a trustee by virtue of any provision in CA 2006 or are disqualified from acting as a trustee by virtue of Ch Act 2011;
- 42.2 becomes incapable by reason of mental incapacity, illness or injury of managing and administering their own affairs and therefore unable to carry out the functions of a charity trustee;
- 42.3 resigns from office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);



- 42.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that the office be vacated;
- 42.5 is removed from office in accordance with section 168 CA 2006; or
- 42.6 the trustees pass a resolution to remove them from office on the basis that in their reasonable opinion, their conduct or behaviour is detrimental to the interests of the Charity, or otherwise in breach of any code of conduct in place from time to time, or, in light of the review of performance of that trustee, the trustees resolve that the trustee's continuation in office is not in the best interests of the Charity. In all such cases, the trustee in question must be given the opportunity to respond to any proposed removal before the resolution to remove is passed.

## **PROCEEDINGS OF TRUSTEES**

- 43. The trustees shall hold at least six board meetings each year and, subject to the provisions of the Articles, 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. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote.
- 44. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees or one third of the total number of trustees (whichever is the greater). A meeting of the trustees at which business is to be transacted may consist of a conference between trustees who are not all in one place, but of whom each is able to participate in the meeting (including where some trustees are in person and some are joining virtually) and the word "meeting" in these Articles shall be construed accordingly.
- 45. 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 trustee vacancies or of calling a general meeting.

## **CHAIRPERSON**

- 46. The trustees may from time to time elect from amongst their number a chairperson and a vice chairperson. The chairperson and the vice chairperson shall be deemed to have been elected until the date upon which their current term as a trustee ends. A retiring chairperson and vice chairperson may be re-elected for so long as they remain able and eligible to be a trustee, but will automatically be deemed to have retired when their term of office as trustee comes to an end.

## **CONFLICTS OF INTEREST**

- 47. A trustee must absent himself or herself from any discussions and decisions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest however arising).
  - 48. Subject to Article 49, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:-
    - 48.1 who was disqualified from holding office;
    - 48.2 who had previously retired or who had been obliged by the constitution to vacate office;
    - 48.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:-
- 48.3.1 the vote of that trustee; and

48.3.2 that trustee being counted in the quorum;

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

49. Article 48 does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for Article 48 the resolution would have been void, or if the trustee has not complied with Article 47.
50. The trustees may determine that a trustee with an interest in Charity business is not conflicted in the matter where:
  - 50.1 the matter affects the trustee in question in common with others and there is no benefit (more than negligible) to the trustee in question;
  - 50.2 the matter could not reasonably be regarded as giving rise to a conflict of interest;
  - 50.3 the matter relates to the Charity's arrangements with another person or body and the trustee is a trustee, director or officer of that other body and there is no transaction or arrangement being entered into with that body which would prevent the trustee from acting in the best interests of the Charity.

#### **COMMITTEES OF TRUSTEES**

51. The trustees may appoint one or more sub-committees consisting of three or more trustees 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 sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
52. All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 and had been entitled to vote.

#### **DECISIONS IN WRITING**

53. A resolution in writing signed by the majority of the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees 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 of trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed or agreed to by one or more of the trustees and agreement may be communicated by electronic means.

#### **BANKING ARRANGEMENTS**

54. Any bank account in which any part of the assets of the Charity is deposited shall be operated in the name of the Charity and subject to internal financial controls as determined from time to time by the trustees.

#### **SECRETARY**

55. Subject to the provisions of CA 2006, a secretary may be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **MINUTES**

56. The trustees shall keep minutes and/or records for the purpose:-
  - 56.1 of all appointments of officers made by the trustees; and

- 56.2 of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

## **ACCOUNTS**

57. Accounts shall be prepared in accordance with the provisions of CA 2006.

## **ANNUAL REPORT**

58. The trustees shall comply with their obligations under the Ch Act 2011 with regard to the preparation of an annual report and its transmission to the Commissioners.

## **ANNUAL RETURN**

59. The trustees shall comply with their obligations under the Ch Act 2011 with regard to the preparation of an annual return and its transmission to the Commissioners.

## **NOTICES**

60. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
61. The Charity may give any notice to a member either personally, 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 email or other electronic means to an electronic address provided for that purpose. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.
62. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and (where necessary) of the purposes for which it was called.
63. Proof that an envelope containing a notice was properly addressed, prepaid and posted, or proof that an electronic communication has been transmitted, 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 envelope containing it was posted or after 24 hours of electronic transmission.

## **INDEMNITY**

64. Subject to the provisions of CA 2006 every trustee or other officer 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.

## **RULES**

65. 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 for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:
- 65.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by members;

- 65.2 the conduct of members of the Charity in relation to one another and to the Charity's servants;
- 65.3 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;
- 65.4 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;
- 65.5 generally all such matters as are commonly the subject matter of the company rules.
- 66. 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 the 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 Memorandum or the Articles.

#### **TRANSITIONAL PROVISIONS**

- 67. For the purpose of this Article 67, **Relevant Date** means the date on which these Articles are adopted.
- 68. At the Relevant Date, the trustees then serving in office shall be the trustees of the Charity (**Continuing Trustees**) and, if willing and eligible to continue to act, shall continue to serve in office for the term(s) set out in a protocol agreed by the Continuing Trustees at the Relevant Date.
- 69. The Continuing Trustees may be eligible for reappointment beyond the end of their term as set out in the protocol agreed by the Board at the Relevant Date.