

Company No. 01867863

Charity No. 290776

PRIVATE COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

ADVISORY COMMITTEE ON PROTECTION OF THE SEA


(the Charity)

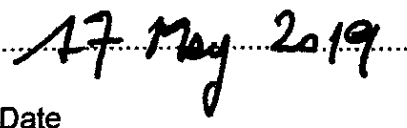
Passed on 17 May 2019

At a general meeting of the Charity duly convened and held on 17 May 2019 at the House of Lords in London at 4pm the following resolution, relating to the adoption of new articles of association of the Charity, was duly passed as a special resolution:

IT WAS RESOLVED:

THAT the articles of association annexed to this special resolution be adopted as the articles of association of the Charity in substitution for, and to the exclusion of, the existing articles of association with immediate effect.


Chair


Date

WEDNESDAY



A16 *A86IPJTS* #429
29/05/2019
COMPANIES HOUSE

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

**ARTICLES OF ASSOCIATION
OF**

ADVISORY COMMITTEE ON PROTECTION OF THE SEA

Date of Incorporation: 30 November 1984

Company Number: 01867863

Charity Number: 290776

Articles Adopted by Special Resolution on 17 May 2019



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

ARTICLES OF ASSOCIATION

- of -

ADVISORY COMMITTEE ON PROTECTION OF THE SEA

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Association;
Chair	the chair of Directors, appointed in accordance with Article 27.12;
Charities Act	means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force;
Charity	means the Advisory Committee on Protection of the Sea;
Charity Commission	means the Charity Commission for England and Wales;
clear days	in relation to a period of notice means a 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;
Director	means a director of the Charity and includes any person occupying the position of director, by whatever name called. 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	includes electronic means (for example, e-mail or fax) or any other means <i>while in electronic form (for example, sending a disk through the post)</i> ;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Memorandum	means the memorandum of association of the Charity;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229)
Objects	the objects of the Charity as set out in Article 4;
Ordinary Resolution	<p>means a resolution (of the Members or, if applicable, a class of the Members) that is passed:</p> <ul style="list-style-type: none"> (i) if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
proxy notice	has the meaning given in Article 15;
Seal	means the common seal of the Charity;
Secretary	means any person appointed to perform the duties of the secretary of the Charity;
Special Resolution	<p>means a resolution (of the Members or, if applicable, a class of the Members) passed:</p> <ul style="list-style-type: none"> (i) if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland.

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.

- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 1.4 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.5 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.6 The Model Articles shall not apply to the Charity.

CHARITY DETAILS

2 Name

The name of the Charity is Advisory Committee on Protection of the Sea.

3 Registered office

The registered office of the Charity is to be situated in England.

OBJECTS AND POWERS

4 Objects

The Charity's objects are restricted specifically to the following:

- 4.1 to assist, advise and promote the preservation of the seas of the world from pollution and degradation by human activities;
- 4.2 to promote and conduct research into the causes and effects of pollution of the seas including research into means whereby the deleterious effects of such pollution may be reduced; and to publicise and comment on such research and action taken;
- 4.3 to advance public education by the study of the impact of human activities especially those activities concerned with extractive and manufacturing industries, fishing, dumping, waste materials, preserving the marine environment from human poaching and transport upon the natural resources of the sea;
- 4.4 to promote strategies for sustainable development at global, regional and national level relating to coastal and marine environment, through advisory and public education and awareness activities;

- 4.5 to identify cost-effective long-term environmental solutions that can be effectively implemented at the global, regional and national level; and
- 4.6 to promote research, quantification and understanding of root causes of marine pollution and associated problems.

5 Powers

The Charity has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Charity's powers include power:

- 5.1 to actively participate, assist and advise in the efforts of the international community in the development and implementation of action programmes relating to protection of the coastal and marine environment at global regional and national levels;
- 5.2 to assist in the implementation of global and regional conventions, where difficulties are encountered due to political, administrative, financial and institutional reasons;
- 5.3 to assist in the formulation of policy options and the conduct of studies in cooperation with national and local governments, intergovernmental organisations and other non-governmental organisations;
- 5.4 to assist in promoting the dialogue between the developed and developing world;
- 5.5 to recognise and promote corporate good practice in protecting the marine environment through the application of risk-reduction strategies; to improve product design and operation of less harmful manufacturing processes; to assist in the formulation of environmental policies in partnership with corporate organisations; to identify significant environmental effects and define the performance of objectives and targets; to offer support in environmental training initiatives and reporting and publicising improved environmental performance;
- 5.6 to publish or distribute books, pamphlets, reports, leaflets, journals, newsletters, films, tapes, video tapes and instructional matter and to organise lectures, broadcasts and courses of instruction;
- 5.7 to organise conferences, meetings, workshops and consultations for the preparation and endorsement of action plans for protection and sustainable development of marine and coastal environments;
- 5.8 to prepare documents for and disseminate the results of activities referred to in 5.2 and 5.7;
- 5.9 to develop programmes of follow up activities referred to in 5.2;
- 5.10 to assist in the implementation of any action plans developed as a consequence of the activities referred to in 5.2 and 5.7;
- 5.11 to arrange and provide for or join in arranging and providing for the holding of exhibitions, lectures and classes;

- 5.12 to promote, encourage or undertake research and experimental work and make available the results of such research;
- 5.13 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
- 5.14 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.15 to purchase or form trading companies alone or jointly with others;
- 5.16 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.17 to maintain, alter or equip for use any real or personal estate;
- 5.18 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;
- 5.19 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.20 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.21 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.22 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.23 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.24 to acquire or merge with any other charity;
- 5.25 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.26 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.27 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.28 to deposit or invest funds with all the powers of a beneficial owner;
- 5.29 to delegate the management of investments to a financial expert but only on terms that:
 - 5.29.1 the investment policy is set down in writing for the financial expert by the Directors;

- 5.29.2 make provision for appropriate and regular reporting obligations to the Directors in respect of all transactions;
- 5.29.3 the performance of the investments is reviewed regularly with the Directors;
- 5.29.4 the Directors shall be entitled to cancel the delegation arrangement at any time;
- 5.29.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 5.29.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
- 5.29.7 the financial expert must not do anything outside the powers of the Directors;

and **financial expert** means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments;

- 5.30 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a financial expert (as defined in Article 5.29) acting under their instructions and to pay any reasonable fee required;
- 5.31 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.32 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity:
 - 5.32.1 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 he may be guilty in relation to the Charity but not extending to:
 - (a) any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct 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 Directors;
 - (c) any liability to pay a fine or regulatory penalty.
 - 5.32.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge)

that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

- 5.33 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.34 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.35 to enter into contracts to provide services to or on behalf of other bodies;
- 5.36 to establish subsidiary companies to assist or act as agents for the Charity;
- 5.37 to publish or distribute information;
- 5.38 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.39 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.40 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.41 to act as trustee of any trust;
- 5.42 to make any charitable donation either in cash or assets;
- 5.43 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise whatsoever, by way of profit to Members of the Charity (and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity). Provided that nothing herein shall prevent any payment in good faith by the Charity:

- 6.3 of reasonable remuneration to any Director who undertakes the role of Treasurer or Accountant for accountancy work undertaken in the administration of the Charity provided that any Director who is to receive remuneration in accordance with this paragraph is a professionally qualified accountant and that such member withdraws from any meeting at which his or her appointment or remuneration is being discussed;
- 6.4 of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Director) for any services rendered to the Charity;
- 6.5 of interest on money lent by any member of the Charity (or of its Directors) at 2 per cent less than the base rate for the time being of the Charity's bankers or 3% whichever is the greater;
- 6.6 of any reasonable and proper rent for premises demised or let by any member of the Charity (or of its Directors);
- 6.7 of fees, remuneration or other benefits in money or money's worth to a company of which a Director may be a member holding not more than 1/100th part of the capital of the company; and
- 6.8 to any Director of out of pocket expenses.

7 Conflicts of interests and conflicts of loyalty

- 7.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Director concerned shall:
 - 7.1.1 declare an interest at or before any discussion on the item;
 - 7.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
 - 7.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
 - 7.1.4 withdraw during the vote and have no vote on the item.
- 7.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Directors, the Director concerned shall:
 - 7.2.1 as soon as possible declare an interest to all the other Directors;
 - 7.2.2 not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.
- 7.3 Articles 7.1.2 to 7.1.4 and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Director, which may but need not be 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, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

7.5 A conflict of interests may only be authorised under Article 7.4 if:

7.5.1 the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;

7.5.2 the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and

7.5.3 the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

7.6.1 to disclose information confidential to the Charity to a third party; or

7.6.2 to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

8 Limited liability of Members

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

8.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a Member,

8.2 payment of the costs, charges and expenses of winding up, and

8.3 adjustment of the rights of the contributories among themselves.

9 Surplus assets

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 institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as it imposed on the Charity under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Directors shall resolve upon.

MEMBERSHIP

10 Members

- 10.1 Any Director shall, by agreeing to become a Director, agree to become a Member of the Charity and accordingly shall be admitted to membership of the Charity on his appointment as Director. There shall be no other Members of the Charity.
- 10.2 Membership is not transferable.
- 10.3 The Charity shall maintain a register of Members.

11 Classes of membership

The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

12 Termination of membership

Membership is terminated if:

- 12.1 the Member dies;
- 12.2 the Member retires by written notice to the Charity provided that after such retirement the number of Members is not less than two;
- 12.3 any sum due from the Member to the Charity has been wholly or partly outstanding for at least six months and the Charity serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served;
- 12.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. Such a resolution may only be passed if:
 - 12.4.1 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 for its proposal; and
 - 12.4.2 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make representations to the meeting.
- 12.5 in the case of a Director of the Charity, the Member ceases to be a Director.

MEETINGS OF MEMBERS

13 General meetings

- 13.1 The Directors may call general meetings.
- 13.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

14 Notice of general meetings

- 14.1 General meetings shall be called by at least 14 clear days' notice.
- 14.2 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 together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 14.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.
- 14.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:
 - 14.4.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - 14.4.2 the auditor for the time being of the Charity; and
 - 14.4.3 each Director,and no other person shall be entitled to receive notice of general meetings.
- 14.5 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.
- 14.6 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

15 Proxies

- 15.1 A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting of the Charity.

- 15.2 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 15.2.1 states the name and address of the Member appointing the proxy;
 - 15.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 15.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 15.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 15.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 15.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 15.5 Proxy notices may:
- 15.5.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 15.5.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (c) in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;
 - 15.5.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours

before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or

- 15.5.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Director;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 15.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 15.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 15.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

16 Organisation at general meetings

- 16.1 No business shall be transacted at any general meeting unless a quorum is present.
- 16.2 Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum.
- 16.3 There shall be a chair of every general meeting:
 - 16.3.1 The Chair, if any, shall chair every general meeting of the Charity.
 - 16.3.2 If at any meeting the Chair is not present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
 - 16.3.3 If there is only one Director present and willing to act, he shall chair the meeting.
 - 16.3.4 If at any meeting no Director is willing to act as chair or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 16.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
 - 16.4.1 if convened on the requisition of Members, shall be dissolved;
 - 16.4.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

16.5 In relation to adjournment of meetings:

- 16.5.1 the chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- 16.5.2 when a meeting is adjourned for fourteen days or more, 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;
- 16.5.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 Attendance and speaking at general meetings

- 17.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 17.2 A person is able to exercise the right to vote at a general meeting when:
 - 17.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 17.2.2 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.
- 17.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 17.4 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.
- 17.5 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.

DECISIONS OF MEMBERS

18 Voting at general meetings

- 18.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

18.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

18.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

19 Votes of members

19.1 Every Member shall have one vote.

19.2 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.

20 Written resolutions

20.1 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.

20.2 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

DIRECTORS

21 Directors

21.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be seven and the minimum number of Directors shall be three.

22 Appointment of Directors

22.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a simple majority of all the Directors entitled to attend and vote at any meeting of the Directors.

22.2 No appointment of a Director, by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

22.3 Subject to Articles 23 and 24 a Director shall hold office until his retirement in accordance with Article 25.

23 Removal of Directors

- 23.1 The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director.
- 23.2 *The Directors may remove any Director before the expiration of his period of office by a resolution at a meeting of the Directors passed by three quarters of the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:*
- 23.2.1 the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
 - 23.2.2 the Director or, at the option of the Director, the Director's representative, who need not be a Director or Member, has been permitted to make representations to the meeting; and
 - 23.2.3 *the Directors passing the resolution determine that it is in the best interests of the Charity to do so.*

24 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 24.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 24.2 the Director is disqualified from acting as a charity trustee by virtue of the Charities Act;
- 24.3 the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 24.4 a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 24.5 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have and the Directors resolve that his office be vacated;
- 24.6 the Director resigns his office by written notice to the Charity provided at least two Directors remain in office after the resignation takes effect;
- 24.7 the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that his office be vacated;
- 24.8 the Director is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by the Act or the Articles and the Directors resolve that the office be vacated;

- 24.9 the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Directors resolve that his office be vacated;
- 24.10 the Director fails to agree to a reasonable request by the Directors that the Director signs a declaration that they are a fit and proper person to act as such and the Directors resolve that his office be vacated;
- 24.11 the Director's conduct leads to the Directors deciding to make a serious incident report to the Charity Commission and the Directors resolve that his office be vacated; or
- 24.12 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent) and the Directors resolve that his office be vacated.

25 Retirement of Directors

- 25.1 The Directors in office on the date these Articles come into effect shall, subject to Articles 23 and 24, hold office for the following periods at the end of which each shall retire:

Youna Le Berre Lemaire Lyons	3 years
Philomene Verlaan	2 years
Marie-Anne Dupin Vermersch	1 year

- 25.2 Any other Director shall be appointed for a term of 3 years at the end of which he shall retire.
- 25.3 A person retiring from the office of Director shall be eligible for re-appointment but, where the retirement is at the end of a consecutive period of 9 years or more in office, the Director shall not be eligible for re-appointment for a further consecutive term of office, save in exceptional circumstances, where the other Directors unanimously resolve that the Director be re-appointed.

26 Powers and duties of the Directors

- 26.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.
- 26.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 26.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

27 Proceedings and decisions of the Directors

- 27.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

- 27.2 The Directors shall meet at least once a year.
- 27.3 A meeting of the Directors:
- 27.3.1 may be called by any Director; and
- 27.3.2 shall, at the request of a Director, be called by the Secretary (if any).
- 27.4 Notice of any meeting of the Directors must indicate:
- 27.4.1 its proposed date, time and subject matter;
- 27.4.2 where it is to take place; and
- 27.4.3 if it is anticipated that 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.
- 27.5 In fixing the date and time of any meeting of the Directors, the Director calling it shall try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it.
- 27.6 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 27.7 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 27.8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 27.9 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 27.10 In relation to the quorum for a meeting of the Directors:
- 27.10.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
- 27.10.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than two, and unless otherwise fixed it is two;

- 27.10.3 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:
- (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further Directors;
- 27.10.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 27.11 Questions arising at a meeting shall be decided by a majority of votes.
- 27.12
- 27.12.1 The current Chair in office at the date of the adoption of these Articles shall hold office until the end of the period for which he or she was appointed.
- 27.12.2 At the first Directors meeting after the current Chair retires, the Directors shall elect a Chair from among their number and shall determine the period for which they are to hold office.
- 27.12.3 A person retiring from the office of Chair shall be eligible for re-election.
- 27.12.4 If at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, or if there is no Chair, the Directors present shall choose one of their number to chair the meeting.
- 27.12.5 In the case of an equality of votes, the Chair shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.
- 27.13 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:
- 27.13.1 there was some defect in the appointment of any such Director or person acting as a Director, or
 - 27.13.2 they or any of them were disqualified, or
 - 27.13.3 they or any of them were not entitled to vote on the matter,
- be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 27.14 Save for a resolution to remove a Director from office under Article 23.2, a resolution in writing, agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each agreed by one or more Directors.

- 27.15 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

28 Delegation by the Directors

- 28.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors.

- 28.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

28.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;

28.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- 28.3 *Subject to and in default of any other terms imposed by the Directors:*

28.3.1 the Chair shall be ex-officio member of every committee appointed by the Directors;

28.3.2 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;

28.3.3 *a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;*

28.3.4 *a committee may meet and adjourn as it thinks proper;*

28.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and

28.3.6 in the case of an equality of votes the chair of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers 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 the Directors.

- 28.4 The terms of any delegation to a committee shall be recorded in the minute book.

- 28.5 *The Directors may revoke or alter a delegation.*

- 28.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

29 Delegation of day to day management

- 29.1 The Directors may delegate day to day management and administration of the Charity to one or more managers.
- 29.2 In respect of each manager the Directors shall:
- 29.2.1 provide a description of the manager's role; and
 - 29.2.2 set the limits of the manager's authority.
- 29.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

HONORARY PRESIDENT

30 Appointment of Honorary President

- 30.1 The Directors may appoint any individual as Honorary President on such terms as it shall think fit.
- 30.2 The Directors may remove the individual so appointed by notice in writing sent or delivered to that individual.

SECRETARY, MINUTES AND SEAL

31 Secretary

- 31.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.
- 31.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

32 Minutes

- 32.1 The Directors shall ensure that the Charity keeps records, in writing, comprising:
- 32.1.1 minutes of all proceedings at general meetings;
 - 32.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
 - 32.1.3 details of appointments of officers made by the Directors; and
 - 32.1.4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.

- 32.2 The Directors shall ensure that the records comprising 32.1.1 and 32.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

33 The Seal

- 33.1 The Directors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Directors or of a committee authorised by the Directors on its behalf. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.

- 33.2 For the purposes of this Article, an authorised person is:

33.2.1 any Director;

33.2.2 the Secretary (if any); or

33.2.3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied.

ACCOUNTS AND AUDIT

34 Accounts

- 34.1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:

34.1.1 annual reports;

34.1.2 annual returns; and

34.1.3 annual statements of account.

- 34.2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.

- 34.3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

35 Audit

Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

COMMUNICATION

36 Means of communication

36.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:

- 36.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
- 36.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
- 36.1.3 by fax to a fax number notified by the Member in writing;
- 36.1.4 in electronic form to an address notified by the Member in writing;
- 36.1.5 by a website, the address of which shall be notified to the Member in writing; or
- 36.1.6 by advertisement in at least two national newspapers.

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

36.3 If a notice or document:

36.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

36.3.2 is sent by post or other delivery service in accordance with Article 36.1.2 above it is treated as being delivered:

- (a) 24 hours after it was posted, if first class post was used; or
- (b) 48 hours after it was posted or given to delivery agents, if first class post was not used;

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

- (c) properly addressed; and
- (d) put into the postal system or given to delivery agents with postage or delivery paid.

36.3.3 is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.

36.3.4 is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.

- 36.3.5 is sent 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.*
- 36.4 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.

INDEMNITY

37 Indemnity

Subject to the provisions of the Act, every director or other officer 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 AND BYELAWS

38 Rules or byelaws

- 38.1 The Directors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 38.1.1 the rights and privileges of Members and the conditions of membership;
 - 38.1.2 the conduct of Members in relation to one another and to the Charity's employees *and volunteers;*
 - 38.1.3 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; and
 - 38.1.4 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.
- 38.2 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.
- 38.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, *or shall affect or repeal anything contained in the Articles.*