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The Companies Act 1985

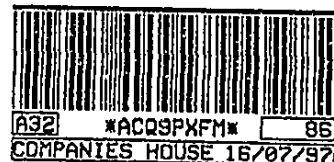
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE NATIONAL CHILDBIRTH TRUST

Incorporated 10th April 1989



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE NATIONAL CHILDBIRTH TRUST

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1. The name of the Company is "THE NATIONAL CHILDBIRTH TRUST".
 2. The registered office of the Company will be situated in England.
 3. The objects for which the Company is established are:-
 - 3.1 to promote the mental and physical welfare of the expectant mothers of England, Wales, Scotland, Northern Ireland and other parts of the world through education for childbirth and parenthood; and
 - 3.2 to assist expectant mothers in bearing their children consciously, happily and without fear.
 4. Without limiting the generality of the foregoing, the Company may achieve its objects by any or all of the following methods:-
 - 4.1 the provision of information about the physical processes and emotional factors arising before, during and after childbirth;
 - 4.2 the promotion of confidence, satisfaction and well-being in early parenthood through:-
 - 4.2.1 the provision of instruction, training and support in preparation for childbirth;

- 4.2.2 the promotion of breastfeeding and a greater understanding thereof; and
- 4.2.3 the provision of post-natal support
- 4.3 the provision of opportunities for young people to understand childbirth and early parenthood through information, instruction and demonstration in schools, colleges and other educational establishments;
- 4.4 the fostering and undertaking of research into any aspect of the objects of the Company and its work and the dissemination of the results of any such research; and
- 4.5 the promotion of good working relationships with others to achieve greater understanding of childbirth and early parenthood.
- 5. In furtherance of such objects but not otherwise the Company may:
 - 5.1 take over the assets, obligations and functions of the organisation known as the National Childbirth Trust;
 - 5.2 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets and other documents, films and recorded tapes (both audio and video);
 - 5.3 hold exhibitions, meetings, lectures, classes, seminars and courses;
 - 5.4 co-operate and enter into arrangements with any voluntary or charitable organisation or with any authorities, national, local or otherwise;
 - 5.5 accept (whether subject to any special trust or not) subscriptions, donations, devises and bequests and purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law), sell, lease or otherwise dispose of or mortgage any such real or personal property;
 - 5.6 issue appeals, organise lawful lotteries and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company by way of donations, subscriptions or otherwise (provided that the Company shall not undertake any permanent trading activity in raising funds for its charitable objects);

- 5.7 draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and operate bank accounts;
- 5.8 borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit;
- 5.9 invest the money of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.10 make any donation either in cash or assets for the furtherance of the objects of the Company;
- 5.11 establish and support any charitable association or body and subscribe or guarantee money for any charitable purposes calculated to further the objects of the Company;
- 5.12 subject to Clause 6.1 employ and pay any person or persons (not being a member of the Council) to supervise, organise, carry on the work of and advise the Company;
- 5.13 insure and arrange insurance cover for and indemnify its officers, employees and voluntary workers and those of its members from and against all such risks as may be incurred in the course of the performance of their duties as may be thought fit;
- 5.14 pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Company and their dependants;
- 5.15 amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and which 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 and distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- 5.16 pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 5.17 establish regional committees and local branches in accordance with the Articles of Association of the Company; and

- 5.18 do all such other lawful acts and things as are necessary for the attainment of the above objects or any of them;

PROVIDED THAT

- 5.19 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 5.20 the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 5.21 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as if such Council of Management would have been if no incorporation had been effected, and the control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council of Management but shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- 5.22 It is hereby expressly declared that the objects specified in each sub-clause of Clause 3 of this Memorandum of Association shall be regarded as independent objects and accordingly shall be in no way limited or restricted by reference to or inference from the terms of the other sub-clause or the name of the Company, and neither of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the other sub-clause but may be carried out and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no elected member of the Council of Management shall receive any salary, fees or other remuneration or benefit in money or money's worth from the Company in respect of holding any office

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of the Company PROVIDED THAT nothing shall prevent any payment in good faith by the Company;

- 6.1 of reasonable and proper remuneration to any member, officer or employee of the Company for any services rendered to the Company other than in the case of an elected member of the Council of Management for the holding of any office of the Company;
- 6.2 of interest on money lent to the Company by any member of the Company or of the Council of Management at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Council of Management;
- 6.3 of reasonable and proper rent for premises demised or let by any member of the Company or of the Council of Management;
- 6.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member owning beneficially not more than one one-hundredth part of the issued share capital of that company; and
- 6.5 to any member of the Company of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he or she is a member, or within one year after he or she ceases to be member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.
9. If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to any extent at least as great as is imposed on the Company, under or by virtue of clause 6, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

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WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

JANET STEPHEN
27 LODGE HILL ROAD
LOWER BOURNE
FARNHAM
SURREY
GU10 3QW

EILEEN ISOBEL MARY HUTTON
17 COMBE PARK
BATH
BA1 3NP

DATED 24th day of February 1989

WITNESS to the above Signatures:-

STEPHANIE SHEPHERD
59 LIME AVENUE
CAMBERLEY
SURREY
GU15 2BH

Housewife

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF THE NATIONAL CHILDBIRTH TRUST

As amended by Special Resolutions passed on 13.4.91, 22.6.91, 24.4.93, 23.4.94, 22.4.95, 11.5.96 and 3.7.97

1. INTERPRETATION

1.1 In these Articles:-

"the Act" means the Companies Act 1985

"NCT" or "the Company" means the National Childbirth Trust Company"

"the Council of Trustees" means the Council of Management of the Company which shall, for the purposes of the Act, be deemed to be the Board of Directors of the Company and the term "members of the "Company" shall be interpreted accordingly.

"National members" *deleted 24.04.93*

"Associate members" *deleted 24.04.93*

1.2 Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. MEMBERS OF THE COMPANY

2.1 The subscribers to the Memorandum of Association and such other persons as the Council of Trustees shall admit to membership shall be the members of the Company.

2.2 Every member of the Company shall sign a written consent to become a member. .

- 2.3 Unless the members of the Council of Trustees or the Company in General Meeting shall make other provision, the members of the Council of Trustees may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.
- 3.1 Any person who supports the objects of the NCT shall be eligible to apply to become a member.
- 3.2 The Council of Trustees may admit to become a member any applicant who applies in the manner prescribed from time to time by the Council of Trustees and who agrees to become a member of the Company.
- 3.3 Each Member shall be obliged to pay, on a date and in a manner prescribed by the Council of Trustees, such annual subscription or other payment as may be determined from time to time by Council of Trustees.
- 3.4 Failure to pay such annual subscription or other payment as may be prescribed by the Council of Trustees pursuant to Article 3.3 above shall result in that person ceasing to be a member unless the Council of Trustees determines otherwise. Any such person who ceases to be a member shall at the same time automatically cease to be a member of the Company and of the relevant branch.
- 3.5 Membership of the Council of Trustees or any national, regional or branch committee which may be established pursuant to these Articles or any Bye-law made by the Council of Trustees pursuant of Article 16 below shall be restricted to persons who are members of the Company. Only members may nominate other members to membership of the Council of Trustees or of regional or national committees. Members may also nominate other members to membership of branch committees.
- 3.6 Any member who shall disregard any provision of these Articles of Association or any Bye-Law or who shall be guilty of conduct which, in the opinion of the Council of Trustees, is inimical to the objects or interests of the NCT shall be liable to expulsion from the NCT on the recommendation of a resolution of the Council of Trustees passed by not less that two-thirds in number of the members of the Council of Trustees present and voting. Any such person shall at the same time as such resolution of the Council of Trustees is passed automatically cease to be a member of the Company.
- 3.7 No such resolution shall be effective unless and until the person concerned shall have been given the opportunity of attending and speaking at the meeting at which the relevant resolution is proposed and voted upon.

4. This Article was deleted by Special Resolution dated 24th April 1993.

5. **GENERAL MEETINGS**

5.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

5.2 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that, so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council of Trustees shall appoint.

5.3 The Council of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting in accordance with the requirements of the Act.

6. **NOTICE OF GENERAL MEETINGS**

6.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty one clear days notice.

6.2 All other Extraordinary General Meetings shall be called by at least fourteen clear days notice.

6.3 The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

6.4 Notice of a general meeting shall be given to all members entitled to receive such notices from the Company.

6.5 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.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any meeting unless a quorum is present:-
- 7.2 Subject to Article 7.3.2 75 members of the Company present in person and entitled to vote upon the business to be transacted shall be a quorum.
- 7.3 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present:-
- 7.3.1 the meeting, if convened upon the requisition of members, shall be dissolved;
- 7.3.2 in any other case, it shall stand adjourned until such other day, time and place as the Council of Trustees shall reasonably determine and if at the adjourned meeting fewer than 50 members shall be present at any time then the meeting shall be dissolved.
- 7.4 The chairman, if any, of the Council of Trustees or in his or her absence some other member of the Council of Trustees nominated by the members of the Council of Trustees shall preside as chairman of the meeting but if neither the chairman nor such other member of the Council of Trustees (if any) be present and willing to act within 15 minutes after the time appointed for holding the meeting, the members of the Council of Trustees present shall elect one of their number to be chairman and, if there is only one member of the Council of Trustees present and willing to act, he or she shall be chairman.
- 7.5 If no member of the Council of Trustees is willing to act as chairman or if no member of the Council of Trustees is present within 15 minutes after the time appointed for holding the meeting, the members of the Company present and entitled to vote shall choose one of their number to be chairman.
- 7.6 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 7.7 When a meeting is adjourned (other than to the following day), at least 14 clear days notice shall be given to the membership of the Company specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted.

- 7.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, on a declaration of the result of, the show of hands a poll is duly demanded.
- 7.9 A poll may be demanded by the chairman or by at least five members of the Company present in person and having the right to vote at the meeting.
- 7.10 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority 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.
- 7.11 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.12 A poll shall be taken as the chairman may direct and he or she may appoint scrutineers (who need not be members of the Company) and fix a time and place for declaring the result of the poll.
- 7.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.14 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to have a casting vote in addition to any other vote she may have.
- 7.15 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which the poll was demanded.

8. VOTES

- 8.1 Every member of the Company present in person or proxy shall have one vote.
- 8.2 No member of the Company shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
- 8.3 On a poll votes may be given either personally or by proxy.
- 8.4 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in such form as the members of the Council of Trustees may determine or, failing such determination, in any usual form.

8.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified naturally or in some other way approved by the Council of Trustees may:-

8.5.1 be deposited at the registered office of the Company (or 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 Company in relation to the meeting) not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

8.5.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

8.6 An instrument of proxy which is not deposited or delivered in the manner permitted under Article 8.5 above shall be invalid except where the Chairman shall decide that the circumstances are exceptional.

9. THE COUNCIL OF TRUSTEES

9.1 The Council of Trustees shall consist of elected members, who shall be elected in accordance with the procedure set out in Article 10, and appointed members, who shall be appointed by resolution of the members of the Council of Trustees in accordance with Article 9.3. All members of the Council of Trustees shall be members.

9.2 The elected members of the Council of Trustees, who shall each have one vote at meetings of the Council of Trustees, shall comprise the following:-

9.2.1 the President

9.2.2 one member from each of the regions ("regional representatives")

9.2.3 one member from each of the special interest groups ("specialist representatives")

9.3 The appointed members of the Council of Trustees, who shall be entitled to participate but not to vote in meetings of the Council of Trustees, shall comprise the following:-

9.3.1 the Honorary Treasurer

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- 9.3.2 not more than three additional members appointed at the discretion of the Council of Trustees
- 9.4 The terms "region", "special interest group" and "appointed group" shall be defined in the Rules or Bye-laws made under Article 16 from time to time.
- 9.5 Subject to the transitional arrangements regarding elections and appointments to the Council of Trustees specified in Article 9.6, each elected or appointed member of the Council of Trustees shall hold office for a term of three years (except in the case of the President, for whom the term shall be five years) unless removed or disqualified in accordance with Article 11. At the expiration of that term he or she shall be eligible to stand for election or appointment for a further term of three years (or five years in the case of the President). After having served two consecutive terms a Council of Trustees member must stand down for a period of one year before he or she may again stand for election or appointment as a member of the Council of Trustees: PROVIDED an election to replace a representative who is appointed as Chairman of the Council of Trustees under Article 14.3 shall be disregarded for this purpose.
- 9.6 The members of the Council of Trustees other than the President shall retire by rotation in accordance with the following schemes:-
- 9.6.1 at the Annual General Meeting in 1991 all the members of the Council of Trustees except the President) shall retire;
- 9.6.2. at the Annual General Meeting in 1992 those to retire shall be the members holding office as regional representatives for regions 1 and 6, specialist representative for special interest group C and the Honorary Treasurer.
- 9.6.3 at the Annual General Meeting in 1993 those to retire shall be the members holding office as regional representatives for regions 2 and 4, specialist representatives for special interest groups A and B and group representative for appointed group (a);
- 9.6.4 at the Annual General Meeting in 1994 those to retire shall be the members holding office as regional representatives for regions 3, 7 and 5 and the specialist representative for special interest group D.
- 9.7 The members of the Council of Trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council of Trustees or any committee of the Council of Trustees or any general meeting of the Company or in connection with the activities of the Company.

10. ELECTIONS

- 10.1 The elected members of the Council of Trustees shall be elected by a simple majority of the members entitled to vote.
- 10.2 The voting and the counting of votes shall be carried out under the supervision of five scrutineers who shall be chosen by the Council of Trustees from among those members who have not since the last Annual General Meeting held any national or regional office in the Company or been employed by the Company.
- 10.3 The nomination of a candidate for office as President shall be made by any two members jointly.
- 10.4 A candidate for office as a regional representative must:-
 - 10.4.1 have served the Company at regional level for at least two years during the last 6 years;
 - 10.4.2 be resident in the region for which he or she is nominated;
 - 10.4.3 be nominated by two members who are resident in that region.
- 10.5 Candidates for offices as specialist representatives must have served the Company at regional or national level during the last 6 years and must have the appropriate specialist qualifications, and be nominated by two members qualified as indicated, as follows:
 - 10.5.1 A candidate for office as representative of special interest group A must be a registered antenatal teacher of at least two years' standing (nominators to be registered antenatal teachers);
 - 10.5.2 A candidate for office as representative of special interest group B must be a registered breastfeeding counsellor of at least two years' standing (nominators to be registered breastfeeding counsellors);
 - 10.5.3 A candidate for office as representative of special interest group C shall be a registered postnatal worker of at least two years' standing (nominators to be registered postnatal workers).
 - 10.5.4 A candidate for office as representative of special interest group D shall be a registered education co-ordinator of at least two years' standing (nominators to be registered education co-ordinators).

- 10.5.5 A candidate for office as a representative of special interest group E shall be a registered maternity services representative of at least two years standing (nominations to be registered Maternity Services Representatives). (amended 11 May 1996)
- 10.5.6 A candidate for office as representative of special interest group F shall be a registered research network contributor with at least two years' experience as a health professional, NCT antenatal teacher, or breastfeeding counsellor, or with two years' training or experience in the life sciences or social sciences, or with two years' experience as a registered research network contributor (nominators to be registered research network contributors).
- 10.6 The terms "registered antenatal teacher", "registered breastfeeding counsellor", "registered postnatal co-ordinator", "registered education co-ordinator", "registered maternity services representative" and "registered research network contributor" shall be defined in the Rule or Byelaw made under Article 16.
- 10.7 All nominations shall be in writing signed by both the nominators and by the candidate and shall give the name and address of the candidate and, in the case of a nomination for the office of President, the reasons for the nomination. Each candidate other than a candidate for the office of President shall also provide a written statement of not more than 200 words, which shall be included in the voting papers sent by the Council of Trustees to the members under Article 10.9.
- 10.8 All nominations must be received at the registered office of the Company not less than 42 days before the date of the Annual General Meeting.
- 10.9 Voting papers relating to nominations, in a form to be prescribed by the Council of Trustees and stating the date by which voting papers must be returned to the Company, shall be sent not less than 28 days before the date of the Annual General Meeting to the following members:-
- 10.9.1 for election of the President, to all members;
- 10.9.2 for election of regional representatives, to all members resident in the relevant region;
- 10.9.3 For election of specialist representatives, to all members registered to vote in the relevant specialist area of the Company's work.
- 10.10 Each member who wishes to record his or her vote for a particular candidate shall return the voting papers, duly completed, to the registered office of the Company by the date specified.

- 10.11 The Council of Trustees shall have power at any time to appoint duly qualified persons to fill casual vacancies among the elected and appointed members. Those so appointed to fill elected vacancies shall be entitled to participate but not to vote at meetings of the Council of Trustees and shall each hold office until the following Annual General Meeting when he or she will be eligible to stand for election for a period equivalent to the remainder of the term of office of the officeholder he or she replaces and shall then be eligible for election or appointment for a further term of 3 years (or 5 years in the case of the President). Those so appointed to fill appointed vacancies shall be entitled to participate but not to vote at meetings of the Council of Trustees and shall each hold office for the remainder of the term of office of the officeholder he or she replaces and shall then be eligible for appointment or election in his or her own right for a further term of 3 years.

**11. DISQUALIFICATION AND REMOVAL OF MEMBERS
OF THE COUNCIL OF TRUSTEES**

- 11.1 The Company may by ordinary resolution, of which special notice shall have been given in accordance with section 379 of the Act, remove any member of the Council of Trustees before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Council of Trustees.
- 11.2 The Company may by ordinary resolution appoint any member in place of a member of the Council of Trustees removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a member of the Council of Trustees on the day on which the member of the Council of Trustees in whose place he or she is appointed was last elected a member of the Council of Trustees.
- 11.3 The office of a member of the Council of Trustees shall be vacated with immediate effect in any of the following events:-
- 11.3.1 if he or she resigns his or her office by notice in writing to the Company;
- 11.3.2 if he or she ceases to be a member;
- 11.3.3 if he or she, being a regional or specialist representative, ceases to have the qualifications prescribed for candidates for that office in article 10.4 or 10.5 as the case may be.
- 11.3.4 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- 11.3.5 if he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;
- 11.3.6 if he or she ceases to be a member of the Council of Trustees by virtue of any provision of the Act or he or she becomes prohibited by law from being a member of the Council of Trustees;
- 11.3.7 if he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by Section 317 of the Act;
- 11.3.8 if he or she shall for more than three consecutive meetings have been absent without permission of the Council of Trustees from meetings of the Council of Trustees and the Council of Trustees so resolves.

12 POWERS AND DUTIES OF THE COUNCIL OF TRUSTEES

- 12.1 Subject to the provisions of the Act, the Memorandum of Association, these Articles and any directions given by special resolution of the members of the Company, the policies and activities of the Company shall be directed and managed by the Council of Trustees who may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting.
- 12.2 No direction given by the Company in general meeting shall invalidate any prior act of the Council of Trustees which would have been valid if that direction had not been given.
- 12.3 The Council of Trustees may delegate any of its powers to any committee consisting of such members or employees of the Company as the Council of Trustees may think fit and in the absence of such delegation the day to day management of the Company shall be in the hands of the Chairman, Vice-Chairman and Honorary Secretary of the Council of Trustees and the Honorary Treasurer. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may be required by the Council of Trustees.
- 12.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council of Trustees shall from time to time determine.

12.5 The Council of Trustees shall have power to make Rules or Bye-laws for the proper conduct and management of the Company in accordance with Article 16 below.

12.6 The Council of Trustees may pay all expenses incurred in promotion and registering the Company.

13. **BORROWING POWERS**

The Council of Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

14. **PROCEEDINGS OF THE COUNCIL OF TRUSTEES**

14.1 Subject to the provisions of the act and these Articles, the members of the Council of Trustees may regulate their proceedings as they think fit.

14.2 The Council of Trustees shall appoint from amongst their elected members (excluding the President), and may at any time remove, a Chairman, Vice-Chairman and Honorary Secretary of the Council of Trustees.

14.3 If the Council of Trustees appoints as Chairman a regional representative or specialist representative:-

14.3.1 the members entitled to vote for that representative shall be entitled to elect a further representative (in a manner to be specified by the Council of Trustees) to serve as an elected member of the Council of Trustees for so long as the original representative is serving as Chairman of the Council of Trustees;

14.3.2 the person appointed as Chairman shall cease to represent the relevant region or special interest group while he or she is serving as Chairman but shall continue during that time to be an elected member of the Council of Trustees.

14.4 If there shall be no member of the Council of Trustees holding the office of chairman, or if the member of the Council of Trustees holding such office, having had notice of a meeting is not present within fifteen minutes after the time appointed for it, the members of the Council of Trustees present shall elect one of their number to be Chairman of that meeting.

- 14.5 The chairman shall, at the request of any five members of the Council of Trustees, call a meeting of the Council of Trustees.
- 14.6 Questions arising at a meeting of the Council of Trustees shall be decided by a majority of votes.
- 14.7 In the case of an equality of votes, the chairman shall have a second or casting vote.
- 14.8 The quorum for the transaction of the business of the Council of Trustees may be fixed by the Council of Trustees and unless so fixed it shall be half the number of elected members of the Council of Trustees plus one.
- 14.9 The continuing members of the Council of Trustees may act notwithstanding any vacancies in their number but, in such case, if the number of members of the Council of Trustees shall be less than the number fixed as the quorum, he, she or they may act only for the purpose of filling vacancies or of calling a general meeting of the Company.
- 14.10 A meeting of the Council of Trustees may, subject to notice thereof having been given in accordance with these Articles, be deemed for all purposes to be held when a member or members of the Council of Trustees are in communication by telephone or television with another member or members of the Council of Trustees and all of the said members agree to treat the meeting as so held, provided that the number of the said members shall constitute a quorum of the Council of Trustees hereunder, and a resolution made by a majority shall be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 14.11 A resolution signed in writing by all the members of the Council of Trustees entitled to receive notice of a meeting of the Council of Trustees or of a committee of the Council of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Council of Trustees or (as the case may be) a committee of the Council of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council of Trustees.
- 14.12 All acts done by any meeting of the Council of Trustees or of a committee of the Council of Trustees, or by any person acting as a member of the Council of Trustees, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council of Trustees or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council of Trustees.

14.13 The Council of Trustees shall cause minutes to be made in books provided for the purposes:-

14.13.1 of all appointments of officers made by the Council of Trustees;

14.13.2 of the names of the members of the Council of Trustees present at each meeting of the Council of Trustees and of any committees of the Council of Trustees; and

14.13.3 of all resolutions and proceedings at all meetings of the Company and of the Council of Trustees and of committees of the Council of Trustees.

15. INTERESTS OF MEMBERS OF THE COUNCIL OF TRUSTEES

15.1 A member of the Council of Trustees who is any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company:-

15.1.1 shall declare the nature of his or her interest at a meeting of the Council of Trustees in accordance with Section 317 of the Act; and

15.1.2 shall not be entitled to vote in respect of any contract or arrangement in which he or she is interested and if he or she shall do so his or her vote shall not be counted and he or she may not be taken into account in ascertaining whether a quorum is present.

15.2 For the purposes of Article 15.1:-

15.2.1 a general notice given to the members of the Council of Trustees that a member of the Council of Trustees is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Council of Trustees has an interest in any such transaction of the nature and extent so specified; and

15.2.2 an interest of which a member of the Council of Trustees has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers.

16. RULES OR BYE-LAWS

16.1 the Council of Trustees may from time to time make Rules or Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye-laws regulate:-

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- 16.1.1 the setting up and management of regional committees and local branches;
 - 16.1.2 the admission of members and conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 16.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes;
 - 16.1.4 the procedure at meetings of the Council of Trustees in so far as such procedure is not regulated by these Articles; and
 - 16.1.5 all such other matters as are commonly the subject matter of Company rules.
- 16.2 the Company in general meeting shall have power to alter or repeal the Rules or Bye-laws and to make additions thereto and the Council of Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye-laws, which so long as they shall be in force shall be binding on all members of the Company provided nevertheless that no Rule or Bye-law shall be inconsistent with or shall affect or repeal anything contained in the Company's Memorandum of Association or these Articles.

17 **THE SECRETARY**

- 17.1 Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council of Trustees for such term, at such remuneration and upon such conditions as the Council of Trustees may think fit and any secretary so appointed may be removed by it.
- 17.2 No elected member of the Council of Trustees may receive any remuneration if he or she holds the office of secretary.
- 17.3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council of Trustees and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council of Trustees and as, or in place of, the secretary.

18. **THE SEAL**

- 18.1 The Council of Trustees shall provide for the safe custody of the seal, which shall only be used by the authority of the Council of Trustees or of a committee of the Council of Trustees authorised by the Council of Trustees in that behalf. Every instrument to which the seal

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shall be affixed shall be signed by a member of the Council of Trustees and shall be countersigned by the secretary or by a second member of the Council of Trustees or by some person appointed by the Council of Trustees for the purpose.

19. ACCOUNTS

19.1 The Council of Trustees shall cause accounting records to be kept in accordance with the provisions of the Act.

19.2 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Council of Trustees may think fit, and shall always be open to the inspection of the members of the Council of Trustees and the officers of the Company.

19.3 The Council of Trustees shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.

19.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Council of Trustees's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

20. AUDITORS

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

21. NOTICES

21.1 A notice may be given by the Company to any member of the Company in writing either personally or by sending it by pre-paid post, telex or telephonic facsimile transmission ("fax") to his or her registered address within the United Kingdom supplied by him or her to the Company for the giving of notice to him, or her, but in the absence of such address the member shall not be entitled to receive from the Company notice of any meeting.

21.2 A properly addressed and pre-paid notice sent by post shall be deemed to have been given upon the day following that on which the notice is posted.

- 21.3 A notice given by telex or fax shall be deemed to have been given at the same time as it is transmitted by the Company.
- 21.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- 21.4.1 every member except those members who have not supplied to the Company an address for the giving of notices to them;
- 21.4.2 every person being a legal personal representative or a trustee in bankruptcy who would be entitled to receive notice of the meeting;
- 21.4.3 the auditors for the time being of the Company; and
- 21.4.4 each member of the Council of Trustees.

No other person shall be entitled to receive notices of General Meetings.

22. DISSOLUTION

Clauses 8 and 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

23. INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act (and without prejudice to any indemnity to which he or she may otherwise be entitled), every member of the Council of Trustees, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or sustained by him or her in the execution and discharge of his or her duties or otherwise in relation thereto.

NAMES AND ADDRESSES OF SUBSCRIBERS

JANET STEPHEN
27 LODGE HILL ROAD
LOWER BOURNE
FARNHAM
SURREY
GU10 3QW

EILEEN ISOBEL MARY HUTTON
17, COMBE PARK
BATH
BA1 3NP

DATED 24th day of February 1989

WITNESS to the above Signatures:-

STEPHANIE SHEPHERD
59 LIME AVENUE
CAMBERLEY
SURREY
GU15 2BH

Housewife

Company Registration Number 2370573

THE NATIONAL CHILDBIRTH TRUST

At an Extraordinary General Meeting of the above named Company duly convened and held at Acton Town Hall, High Street, Acton, London W3 6NE on the 3rd day of July 1997 the following Resolution was duly passed as a Special Resolution:-

THAT the Articles of Association of the Company be and are hereby amended by the deletions of Article 5.3, 6.1 and 6.2 and replacing them with the following:-

- "5.3 The Council of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting in accordance with the requirements of the Act.
- 6.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty one clear days notice.
- 6.2 All other Extraordinary General Meetings shall be called by at least fourteen clear days notice."

Director/Secretary

M. R. Stane

Dated this [11] day of [July] 1997

Alexandra House, Oldham Terrace, Acton, London W3 6NH

