

The Companies Act 1985 to 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION  
of  
THE NATIONAL CHILDBIRTH TRUST

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Incorporated 10<sup>th</sup> April 1989

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Adopted by Special Resolution passed on  
26<sup>th</sup> September 2015 and amended on 13 October 2018  
and 8 November 2023

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Company number: 2370573

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1 INTERPRETATION

1.1 In these Articles: -

“Address”	includes a number of addresses used for the purposes of sending or receiving documents by electronic means.
“Advisory Committee”	A Committee established by the Trustees, under terms of reference agreed by the Trustees. The terms of reference may not include the delegation of authority from the Trustees, other than for matters explicitly stated in these Articles.
“Appointed Trustee”	means a Trustee appointed by the Trustees in accordance with Article 14.5.
“Articles”	means these Articles of Association of the Charity.
“British Islands”	means the United Kingdom, the Channel Islands and the Isle of Man.
“Charity”	means the Company regulated by these Articles.
“clear days”	in relation to the period of a notice, that 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.

“Companies Acts” has the meaning given to it in section 2 of the Companies Act 2006.

“Elected Trustee” means a Trustee elected by the members of the Charity in accordance with Article 14.6.

“electronic form” and

“electronic means” have the meanings respectively given to them in the Companies Act 2006.

“Governance Handbook” has the meaning given in Article 19.

“hard copy” and

“hard copy form” have the meanings respectively given to them in the Companies Act 2006.

“Honorary Offices” shall have the meaning given thereto in Article 14.13 and “Honorary Office” and “Honorary Officer” have a corresponding meaning.

“Office” means the registered office of the Charity.

“Poll” means a formal count of votes on a resolution.

“Secretary” means the secretary of the Charity (if any).

“Trustees” means for the purposes of the Companies Acts, the board of directors of the Charity and “Trustees” has a corresponding meaning.

1.2 The terms “Branch” and “Region” shall be defined in the Governance Handbook.

1.3 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity.

1.4 Subject to Article 1.3, any reference in these Articles to an enactment includes a reference to that enactment and re-enacted or amended from time to time and to any subordinate legislation made under it.

2 NAME

2.1 The name of the Charity is “THE NATIONAL CHILDBIRTH TRUST”.

3 REGISTERED OFFICE

3.1 The registered office of the Charity will be situated in England.

#### 4 OBJECTS

4.1 The objects for which the Charity is established are:

- 4.1.1 to preserve and protect the mental and physical health of pregnant women by, but not exclusively, the provision of physical, emotional and practical support during pregnancy and childbirth;
- 4.1.2 to preserve and protect the mental and physical health of parents and their children during the postnatal period; and
- 4.1.3 to advance the education of the public including healthcare professionals in childbirth and parenthood;

#### 5 POWERS

5.1 To further its objects the Charity may:

- 5.2 campaign to improve the opportunities for women, expectant parents, new parents and families to experience a safe, person-centred birth and to have the information, resources and support to make informed decisions about their pregnancy, birth and postnatal care;
- 5.3 campaign to improve information, support, services and facilities and society's support for expectant and new parents;
- 5.4 provide information about the mental, physical, emotional, and social factors impacting pregnancy, birth and early parenthood;
- 5.5 promote services including courses and one to one support services in pregnancy, preparation for birth and parenthood, infant feeding and other postnatal matters;
- 5.6 provide and facilitate mutual and peer support services for expectant and new parents and those caring for a baby, babies or young child(ren);
- 5.7 provide education, training and information for others, including health care professionals, who provide services to expectant and new parents;
- 5.8 provide and facilitate education, connections and community for people becoming parents and those who are supporting expectant and new parents;
- 5.9 foster and undertake research into any aspect of the objects of the Charity and its works and the dissemination of the results of any such research;
- 5.10 promote good and positive working relationships with other partner organisations and stakeholders to achieve greater understanding of and support for pregnancy, birth and early parenthood;

- 5.11 publish and distribute books, pamphlets, research, reports, leaflets, journals, films, and educational guidance via any media or appropriate digital platform;
- 5.12 organise and assist in the provision of conferences, educational courses, exhibitions, lectures and other educational activities;
- 5.13 co-operate and enter into arrangements with any voluntary or charitable organisation or with any authorities, national, local or otherwise;
- 5.14 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 5.15 dispose of or deal with all or any of its property (but only in accordance with the restrictions in the Charities Act 2011) with or without payment and subject to such conditions as the Trustees think fit;
- 5.16 subject to the restriction in Article 5.18 raise funds by way of subscription, donation or otherwise;
- 5.17 accept (or disclaim) gifts of money and any other property;
- 5.18 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 5.19 incorporate subsidiary companies to carry on any trade;
- 5.20 set aside funds for particular reasons, or as reserves;
- 5.21 open and operate bank accounts and other facilities and draw, make, accept, endorse, discount, execute or issue promissory notes, bills, cheques and other instruments;
- 5.22 subject to any consents required by law, borrow or raise and secure the payment of money for any purposes including the purposes of investment or of raising funds;
- 5.23 deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.24 make any donation either in cash or assets for the furtherance of the objects of the Charity;
- 5.25 establish and support any charitable association or body and subscribe or guarantee money for any charitable purposes calculated to further the objects of the Charity;
- 5.26 subject to Article 6 employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity;

- 5.27 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;
- 5.28 pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Charity and their dependants;
- 5.29 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
- 5.30 establish committees and branches;
- 5.31 provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, s.189 of the Charities Act 2011; and
- 5.32 do all such other lawful things as may further the Charity's objects,

PROVIDED THAT It is hereby expressly declared that the objects specified in each sub-clause of Article 4 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 Charity, 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 APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.
- 6.2 Except as provided below no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of benefit to the members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment in good faith by the Charity of:
  - 6.2.1 any payments made to any member or Trustee in their capacity as a beneficiary of the Charity;
  - 6.2.2 any payments made to any Trustee or officer under the indemnity provisions set out at Article 23;
  - 6.2.3 reasonable and proper remuneration to any person (not being a Trustee) for

- any goods or services supplied to the Charity (including services performed under a contract of employment with the Charity);
- 6.2.4 interest on money lent by any member or Trustee at a reasonable and proper rate;
  - 6.2.5 any reasonable and proper rent for premises let by any member or Trustee;
  - 6.2.6 fees, remuneration or other benefits in money or money's worth to a company of which a member or Trustee holds less than 1% of the capital;
  - 6.2.7 reasonable and proper out-of-pocket expenses of Trustees;
  - 6.2.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.31.
  - 6.2.9 subject to Article 6.3, reasonable and proper remuneration to a Trustee as an employee where prior written consent has been obtained from the Charity Commission;
  - 6.2.10 subject to Article 6.3, reasonable and proper remuneration to any Trustee for any goods or service supplied to the Charity (excluding the service of acting as a Trustee and service performed under a contract of employment with the Charity).
- 6.3 A Trustee may only receive remuneration in accordance with either Article 6.2.9 or 6.2.10 provided that:
- (a) the Trustee is absent from the part of any meeting at which there is discussion of their remuneration, or any matter concerning their contract; or their performance of their contract;
  - (b) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
  - (c) the other Trustees are satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee;
  - (d) the reason for their decision is recorded by the Trustees in the minutes; and
  - (e) a majority of the Trustees then in office have received no such payments under either Article 6.2.9 or 6.2.10.
- 6.4 In this Article 6:
- 6.4.1 "Charity" shall include any company in which the Charity:



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

6.4.2 "Trustee" shall include any child, parent, grandchild, grandparent, sibling or spouse of the Trustee or any person living with the Trustee as their partner.

## 7 MEMBER GUARANTEE

7.1 The liability of the members is limited.

## 8 DISSOLUTION

8.1 Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the Charity being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Charity 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.

8.2 If on the winding-up or dissolution of the Charity 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 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 to any extent at least as great as is imposed on the Charity, under or by virtue of Article 6, such institution or institutions to be determined by the members of the Charity 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.

8.3 Nothing in this constitution shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005 and section 2 Charities Act (Northern Ireland) 2008.

## 9 MEMBERS OF THE CHARITY

9.1 Such persons as the Trustees may at their absolute discretion admit to membership shall be the members of the Charity. No person shall be admitted as a member of the Charity unless their application for membership (in such form as the Trustees may require) is approved by or on behalf of the Trustees.

- 9.2 A member may at any time withdraw from the Charity by giving notice to the Charity. Membership of the Charity shall not be transferable and shall cease on death.
- 9.3 Any person who supports the aims and objectives of the Charity shall be eligible to apply to become a member.
- 9.4 Each member shall be obliged to pay such annual membership fee or other payment as may be prescribed from time to time by the Trustees. The Trustees may establish such classes and categories of membership as they think fit and have discretion to have different annual fees or other payments for different categories.
- 9.5 If a member fails to pay such annual membership fee or other payment as may be prescribed by the Trustees pursuant to Article 9.4 above within three months of the due date for payment, they shall automatically cease to be a member.
- 9.6 Membership may be removed for conduct which is inimical to the objects or interest of the Charity provided the following procedure is followed:
- (a) membership may be suspended by the chief executive of the Charity or such other individual as the Trustees nominate;
  - (b) the member then has 28 days to appeal to the Trustees whose decision shall be final; and
  - (c) the Trustees meeting to consider the decision must be held within 28 days of the receipt of the appeal and must give the member the right to make written representations or be represented.
- 9.7 For the avoidance of doubt a resolution passed at the Trustees meeting to reinstate the member or uphold the decision shall require a simple majority of those present and voting.

## 10 GENERAL MEETINGS

- 10.1 The Charity shall hold an annual general meeting once in every calendar year and not more than fifteen months shall elapse between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall appoint.
- 10.2 The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitions may call a general meeting in accordance with the Companies Acts.

## 11 NOTICE OF GENERAL MEETINGS

- 11.1 All general meetings shall be called by at least 14 clear days' notice unless the

Companies Acts require a longer notice period.

- 11.2 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a general meeting.
- 11.3 Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.
- 11.4 Notice of a general meeting shall be given in accordance with the provisions of Article 22.
- 11.5 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.

## 12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at any meeting unless a quorum is present.
- 12.2 Subject to Article 12.3.2 seventy five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum.
- 12.3 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum is not present: -
  - 12.3.1 the meeting, if convened upon the requisition of members, shall be dissolved;
  - 12.3.2 in any other case, it shall stand adjourned until such other day, time and place as the Trustees shall reasonably determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.
- 12.4 The chair, if any, of the Trustees or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the chair nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, they shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within

fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

- 12.5 The chair may, in an emergency or 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.
- 12.6 When a meeting is adjourned for fourteen days or more, at least 7 clear days' notice shall be given to the membership of the Charity specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.
- 12.7 A resolution put to the vote of a meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded at or in advance of a general meeting:
- 12.7.1 by the chair; or
  - 12.7.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
  - 12.7.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 12.7.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 12.8 Unless a poll is duly demanded, a declaration by the chair that a resolution has been carried or carried unanimously by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair 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.
- 12.10 A poll shall be taken as the chair may direct and they may appoint scrutineers (who

need not be members of the Charity) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 12.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to have a casting vote in addition to any other vote they may have.
- 12.12 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 12.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.14 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.
- 12.15 The Charity may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes.
- 12.16 The chair of the meeting may permit other persons who are not:
  - (a) members of the Charity, or
  - (b) otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting.

## 13 VOTES

- 13.1 On a show of hands and on a poll every member of the Charity present in person or by proxy shall have one vote.
- 13.2 An instrument appointing a proxy shall be either in writing executed by or on behalf of the appointor, or an electronic form, and shall be in such form as the Trustees may determine or, failing such determination, in any usual form.

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

13.3.1 be deposited at the Office (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 Charity in relation to the meeting) not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

13.3.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:

(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 to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic means

be received at such address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

13.3.3 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.

13.4 An instrument of proxy which is not deposited or delivered in the manner permitted under Article 13.3 above shall be invalid.

13.5 An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

## 14 THE TRUSTEES

### Composition of the Trustees

14.1 The Trustees, including the President, shall be elected or appointed in accordance with

the Articles.

- 14.2 There shall be a minimum of nine and a maximum of twelve Trustees (including the President) comprising a maximum of four Appointed Trustees and eight Elected Trustees.
- 14.3 The Charity will endeavour to ensure that at least one Trustee was at the time of their nomination resident in each of:
- 14.3.1 England;
  - 14.3.2 Wales;
  - 14.3.3 Scotland; and
  - 14.3.4 Northern Ireland

#### Election and Appointment of Trustees

- 14.4 The Trustees may appoint a person who is willing to act to be an Elected Trustee to fill a vacancy (including a vacancy in the role of President), provided that the appointment does not cause the number of Elected Trustees to exceed eight. A Trustee (including the President) so appointed shall hold office until the close of the next annual general meeting.
- 14.5 The Trustees may also appoint up to four Appointed Trustees provided that the appointment would not result in there being more Appointed Trustees than Elected Trustees.
- 14.6 Other than under Article 14.4 the members of the Charity shall elect the Elected Trustees.
- 14.7 The election and retirement of Trustees will be conducted in accordance with the Governance Handbook.

#### Qualification and Nomination of Trustees

- 14.8 Any candidate for office of Trustee (including the President) must be a member of the Charity, resident in the British Islands, be nominated by any two members (other than themselves), must fully support the aims and objects of the Charity, must not have

previously served two terms in the same role, and must be eligible by law to be a Trustee and a director of a Charity.

14.9 For the avoidance of doubt it is stated Trustees may serve up to two terms in each of the roles of President, Appointed Trustee and Elected Trustee. A period of office held by an Elected Trustee, who was elected under article 14.4, shall not count as a term of office for the purposes of this article.

14.10 Prior to each annual general meeting each member shall be notified of the number of Elected Trustee vacancies which the Board has determined to fill, and shall be invited to make nominations in accordance with the Governance Handbook.

#### Retirement and Reappointment of Trustees

14.11 Each Trustee (excluding the President) shall hold office for a term of four years unless removed or disqualified in accordance with Article 15. At the expiration of that term they shall be eligible to stand for re-election, or to be appointed, for a further term of four years. If such period of four or eight years ends on a day other than an annual general meeting then they shall stand down at the close of the next following annual general meeting.

14.12 The President shall hold office for a term of 5 years unless removed or disqualified in accordance with Article 15 and at the expiration of that term they shall be eligible to stand for re-election for a further term of 5 years (and if such period of 5 or 10 years ends on a day other than an annual general meeting then they shall stand down at the close of the next following annual general meeting).

#### Honorary Offices

14.13 The Trustees shall appoint from amongst their number, and may at any time remove, the chair, vice-chair, honorary treasurer, honorary secretary and the chair of committees of the Trustees (each such office being an "Honorary Office" and all such offices being together the "Honorary Offices"). The chief executive of the Charity shall not be a Trustee and may be invited to attend but not to vote at meetings of the Trustees. The role and responsibilities of the Honorary Offices shall be approved by the Trustees.

#### 15 DISQUALIFICATION AND REMOVAL OF TRUSTEES

15.1 The Charity may by ordinary resolution, in accordance with the Companies Acts, remove any Trustee before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.



15.2 The office of a Trustee shall be vacated with immediate effect in any of the following events:-

15.2.1 if they resign by notice in writing to the Charity (but only if at least four Trustees will remain in office when the notice of registration takes effect);

15.2.2 if they cease to be a member;

15.2.3 if they become bankrupt or makes any arrangement or composition with their creditors generally;

15.2.4 the Trustees reasonably believe they are suffering from mental disorder and incapable of acting and they resolve that they be removed from office;

15.2.5 if they cease to be a Trustee by virtue of any provision of the Companies Acts or they become prohibited by law from being a Trustee;

15.2.6 if they are directly or indirectly interested in any contract with the Charity and fails to declare the nature of their interest in the manner required by the Companies Acts;

15.2.7 if they shall have been absent without good cause from two or more consecutive meetings of the Trustees, and the Trustees so resolve.

## 16 POWERS AND DUTIES OF THE TRUSTEES

16.1 Subject to the Companies Acts, and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

16.2 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

16.3 The Trustees may delegate any of their powers to any committee or committees consisting of such persons as the Trustees may think fit (provided that the chair of each such committee is a Trustee). Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may be required by the Trustees. The meetings and proceedings of any such committee shall be governed by

the provisions of the Articles for regulating the meetings and proceedings of the Trustees unless the Trustees have in regulations made different provisions to regulate committee meetings which shall supersede the provisions of the Articles. All acts and proceedings of such committees shall be fully and promptly reported to the Trustees.

16.4 The Trustees may delegate the day to day management of the Charity to a chief executive or other manager or managers provided:

(a) the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget; and

(b) the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with information sufficient to explain the financial position of the Charity.

16.5 For the avoidance of doubt, the Trustees may delegate all financial matters to any committee of the Trustees and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

16.6 The Trustees may from time-to-time appoint any person or persons in each case, whether a member of the Charity or not, to be a Patron of the Charity. Patrons may be invited to attend meetings of the Trustees and its committees but the office of Patron shall be an honorary appointment only carrying no executive duties or responsibilities and no voting powers. The Trustees may dismiss a Patron so appointed.

## 17 PROCEEDINGS OF THE TRUSTEES

17.1 Subject to the provisions of the Companies Acts and these Articles, the Trustees may regulate their proceedings as they think fit.

17.2 Each Trustee shall have one vote at meetings of the Trustees. In the case of an equality of votes, the chair shall have a second or casting vote.

17.3 If there shall be no Trustee holding the office of chair, or if the Trustee holding such office, having had notice of a meeting is not present within fifteen minutes after the

time appointed for it, the Trustees present shall elect one of their number to be chair of that meeting.

- 17.4 Where the total number of Trustees is ten or more, the chair shall, at the request of any five Trustees, call a meeting of the Trustees. Where the total number of Trustees is nine or less the chair shall, at the request of any two Trustees, call a meeting of the Trustees. If the chair fails to call a meeting or is unavailable the requisitionists may call a Trustees meeting.
- 17.5 A Trustees' meeting shall be called by at least seven clear days' notice unless either all the Trustees agree or urgent circumstances require shorter notice.
- 17.6 Notice of Trustees' meetings shall be given to each Trustee and shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
- 17.7 Notice of Trustees' meetings shall be given in accordance with Article 22.
- 17.8 Questions arising at a meeting of the Trustees shall be decided by a majority of votes, unless the chair decides the decision requires a larger majority.
- 17.9 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a general meeting.
- 17.10 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number (rounded up to the nearest whole number if appropriate) or five trustees, whichever is the greater.
- 17.11 A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.
- 17.12 Where a matter requires a decision urgently, the Trustees may take a decision without holding a Trustees' meeting if:
  - 17.12.1 a Trustees has become aware of a matter on which the Trustees need to take a decision and it is not possible to convene a Trustees' meeting in accordance with Article 17.5;
  - 17.12.2 that Trustee has made all the other Trustees aware of the matter and of the need for a decision to be taken urgently;

- 17.12.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other by any means including without limitation by electronic means;
  - 17.12.4 all Trustees in the case of a unanimous decision or a majority of Trustees in the case of a majority decision indicate their agreement by any means to the decision on the matter.
- 17.13 Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
- 17.14 A decision which is made in accordance with Article 17.12 or 17.13 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided that:
- 17.14.1 approval is received by the chair or such other person as all the Trustees shall have nominated in advance for that purpose ("the Recipient") from all Trustees in the case of a unanimous decision or a majority of Trustees in the case of a majority decision;
  - 17.14.2 following receipt of responses in accordance with 17.14.1, the chair or the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees;
  - 17.14.3 the date of the decision shall be the date of the communication from the chair or the Recipient confirming formal approval;
  - 17.14.4 the chair or the Recipient prepares a minute of the decision in accordance with Article 17.15.
- 17.15 The Trustees shall cause minutes to be made in books provided for the purpose:-
- 17.15.1 of all appointments made by the Trustees to Honorary Offices;
  - 17.15.2 of the names of the Trustees present at each meeting of the Trustees and of any committees of the Trustees; and
  - 17.15.3 of all resolutions and proceedings at all meetings of the Charity and of the Trustees and of committees of the Trustees.

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the

proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

## 18 INTERESTS OF TRUSTEES

18.1 A Trustee who is any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Charity:-

18.1.1 shall declare the nature of their interest before discussions begin on the matter; and

18.1.2 shall not be entitled to vote in respect of any contract or arrangement in which they are interested and if they shall do so their vote shall not be counted and they may not be taken into account in ascertaining whether a quorum is present.

18.2 For the purposes of Article 18.1:-

18.2.1 a general notice given to the Trustees that a Trustee 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 Trustee has an interest in any such transaction of the nature and extent so specified;

18.2.2 an interest of which a Trustee has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs; and

18.2.3 if a question arises at a meeting of the Trustees or of a committee as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any Trustee other than the chair is to be final and conclusive.

## 19 GOVERNANCE HANDBOOK

The Trustees shall have power from time to time to make, repeal or alter rules as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees (collectively, the "Governance Handbook") provided that the Governance Handbook shall not be inconsistent with the Companies Acts, the Articles or any rule of law.

## 20 THE SECRETARY

20.1 Subject to the Companies Acts, the Secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as the Trustees may think fit and any Secretary so appointed may be removed by them. If there is no Secretary:

20.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

20.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

## 21 ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

21.1 The Trustees shall cause accounting records to be kept in accordance with the provisions of the Companies Acts.

21.2 The accounting records shall be kept at the Office or, subject to the provisions of the Companies Acts, at such other place or places as the Trustees may think fit, and shall always be open to the inspection of the Trustees.

21.3 The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

## 22 COMMUNICATIONS BY AND TO THE CHARITY

22.1 Subject to the provisions of the Companies Acts and these Articles:

22.1.1 A document or information (including any notice) required by these Articles to be given, sent or supplied by the Charity to any person may be in hard copy form, in electronic form, or made available on a website.

22.1.2 No document or information (including any notice) may be given, sent or supplied in electronic form unless the recipient has agreed generally or specifically that the document or information may be sent in that form and has not revoked that agreement; and

22.1.3 No document or information (including any notice) may be given, sent or supplied by being made available on a website unless the recipient has agreed generally or specifically that the document or information may be

sent or supplied in that manner, or the recipient is deemed to have so agreed in accordance with the Companies Acts.

22.2 Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as show in the Charity's register of members, or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:

22.2.1 if that postal address is not within the United Kingdom, a member shall be entitled to have notices given to them if they provide a postal address within the United Kingdom to which they may be sent, or an address to which notices may be sent by electronic means, but not otherwise;

22.2.2 the Charity is not required to send notice of a general meeting or a copy of its summary financial statement or annual report and accounts to a member for whom it no longer has a valid address.

22.3 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and where required of the purpose for which it was called.

22.4 Where a document or information is sent or supplied under the Articles by post, service or delivery shall be deemed to be effected at the end of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove such envelope was properly addressed and posted.

22.5 Where a document or information is sent or supplied under the Articles by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove it was properly addressed.

22.6 Where the document or information is sent or supplied under the Articles by means of a website, service or delivery shall be deemed to be effected when:

- (a) the material is first made available on the website; or
- (b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website

22.7 Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:

- 22.7.1 the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and
- 22.7.2 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.
- 22.8 Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
  - 22.8.1 In the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question: or
  - 22.8.2 In the case of documents in electronic form, by sending them by electronic means:
    - (a) to an address notified to the members for that purpose; and
    - (b) from an address previously notified to the Charity by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
- 23 INDEMNITY
  - 23.1 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.