



THE NATIONAL CHILDBIRTH TRUST
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of The National Childbirth Trust ('NCT') will be held on Saturday 24th June 2000 at The Franklin Wilkins Building, Kings College London, Stamford Street, London SE1 at 11.15 a.m. for the purpose of considering and, if thought fit, passing thereat, or at any adjournment thereof, the following resolutions as ordinary and special resolutions (as indicated below): -

Special Resolution

- 1 To amend article 10.1 of the Articles of Association of the NCT to read "The elected members of the Council of Trustees shall be elected by ordinary resolution of the Charity"

Ordinary Resolution

- 2 To elect/re-elect those duly nominated persons named out below as Trustees of the NCT:

Anne Brome Thompson as Trustee for Region 5

Caroline Lofthouse as Trustee for Region 7

Linda Turner as Trustee for Maternity Services Representatives (Special Interest Group E)

Ruth Howard (who retired by rotation but is eligible to stand again) as Trustee for Postnatal Workers (Special Interest Group C)

- 3 To elect the President of the NCT

Gillian Fletcher and Kate Smith having been duly nominated for election

- 4 To receive the Minutes of the 11th Annual General Meeting of the NCT held on 8th May 1999.
- 5 To receive the Accounts of the NCT for the year ended 30th September 1999, together with the reports of the Council of Trustees and auditors thereon.
- 6 To reappoint Buzzacott Chartered Accountants to continue to hold office as the auditors of the NCT until the conclusion of the next Annual General Meeting of the NCT and to authorise the Council of Trustees to fix their remuneration.

Special Resolution

- 7 That the regulations set out in the attached document (and which will be produced to the Meeting and for the purpose of identification signed by the Chairman thereof), be hereby approved and adopted as the Articles of Association of the NCT to the exclusion of and in substitution for the existing Articles of Association.

The date of this notice is 18th May 2000

By order of the Council of Trustees

Tracy Stanton

Hon. Secretary

Registered Office:

Alexandra House

Oldham Terrace

London W3 6NH



ED5
COMPANIES HOUSE

AUG

COMPANIES HOUSE

0011

12/06/02

U281

12/06/02

ARTICLES OF ASSOCIATION

of

THE NATIONAL CHILDBIRTH TRUST

INDEX

1.	INTERPRETATION.....	1
2.	MEMBERS OF THE CHARITY.....	2
3.	GENERAL MEETINGS.....	3
4.	NOTICE OF GENERAL MEETINGS.....	4
5.	PROCEEDINGS AT GENERAL MEETINGS	4
6.	VOTES.....	6
7.	THE BOARD OF TRUSTEES (GENERAL).....	7
	Composition of the Board of Trustees	7
	Appointment of Trustees.....	7
8.	THE BOARD OF TRUSTEES (PRE 2001 ANNUAL GENERAL MEETING)....	8
	Composition of the Board of Trustees	8
	Qualification and Nomination of Trustees	8
	Retirement and Reappointment of Specialist Representative Trustees	9
9.	THE BOARD OF TRUSTEES (POST 2001 ANNUAL GENERAL MEETING)..	9
	Composition of the Board of Trustees	9
	Qualification and Nomination of Trustees	10
	Retirement and Reappointment of Trustees	10
	Honorary Offices	11
10.	DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF TRUSTEES	11
11.	POWERS AND DUTIES OF THE BOARD OF TRUSTEES.....	12
12.	BORROWING POWERS.....	13
13.	PROCEEDINGS OF THE BOARD OF TRUSTEES	13
14.	INTERESTS OF MEMBERS OF THE BOARD OF TRUSTEES.....	15
15.	BYE-LAWS.....	15
16.	THE SECRETARY	16
17.	THE SEAL	16
18.	ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN	16
19.	AUDITORS	17
20.	NOTICES	17
21.	DISSOLUTION	17
22.	INDEMNITY	17

The Companies Act 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE NATIONAL CHILDBIRTH TRUST

ADOPTED BY SPECIAL RESOLUTION PASSED ON 24 JUNE 2000

1. INTERPRETATION

1.1 In these Articles:-

"AGM"	means an annual general meeting of the Charity.
"Board of Trustees"	means for the purposes of the Companies Act, the board of directors of the Charity and "Trustee" has a corresponding meaning.
"Bye-laws"	means the rules and bye-laws of the Charity made under or pursuant to Article 15 and as the same may be amended from time to time.
the "Companies Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"Honorary Offices"	shall have the meaning given thereto in Article 9.11 and "Honorary Office" and "Honorary Officer" have a corresponding meaning.

"NCT" or the "Charity"	means The National Childbirth Trust.
"Office"	means the registered office of the Charity.
"Secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.
"Regional Representative"	means a Trustee elected by the membership of the Charity within a Region or appointed by the Board of Trustees pursuant to Article 7.5 or 7.6.
"UK Representative"	means a Trustee elected by the membership of the Charity as a whole or appointed by the Board of Trustees pursuant to Article 7.5 or 7.6.
"Specialist Representative"	means a Trustee elected by a Special Interest Group.
"Table C"	means Table C in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

- 1.2 The terms "Branch", "Region", "UK" and "Special Interest Group" shall be defined in the Bye-laws.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in Table C.
- 1.4 Words importing the feminine gender only shall include the masculine gender.
- 1.5 References in these Articles to writing shall be construed as including references to any method of representing or reproducing words in a legible and non-transitory form.
- 1.6 Headings in these Articles are for convenience only and shall not affect the interpretation thereof.

2. MEMBERS OF THE CHARITY

- 2.1 The subscribers to the Memorandum of Association and such other persons as the Board of Trustees may at its absolute discretion admit to membership shall be the members of the Charity. No person shall be admitted as a member of the Charity unless her written application for membership (in such form as the Board of Trustees may require) is approved by the Board of Trustees.
- 2.2 A member may at any time withdraw from the Charity by giving at least 7 clear days' notice to the Charity. Membership of the Charity shall not be transferable and shall cease on death.

- 2.3 Any person who supports the objects of the NCT shall be eligible to apply to become a member.
- 2.4 Each member shall be obliged to pay such annual membership fee or other payment as may be prescribed from time to time by the Board of Trustees.
- 2.5 If a member fails to pay such annual subscription or other payment as may be prescribed by the Board of Trustees pursuant to Article 2.4 above within two months of the due date for payment, the Board of Trustees may resolve by not less than three-quarters in number of the members of the Board of Trustees present and voting, to expel such member from the Charity. Any person who ceases to be a member shall at the same time automatically cease to be a member of the local Branch or Branches of the Charity with which they are registered, and if relevant, the Board of Trustees, committees of the Board of Trustees, Regional and Branch committees.
- 2.6 Membership of the Board of Trustees or any committees of the Board of Trustees, Regional or Branch committees which may be established pursuant to these Articles or any Bye-laws shall be restricted to persons who are members of the Charity. Only members may nominate other members to membership of the Board of Trustees or of committees of the Board of Trustees, Regional or Branch committees.
- 2.7 Any member who shall disregard any provision of these Articles or any Bye-law or who shall be guilty of conduct which, in the opinion of the Board of Trustees, is inimical to the objects or interests of NCT shall cease to be a member of NCT and if relevant, the Board of Trustees, committees of the Board of Trustees, Regional and Branch committees and the relevant Branch or Branches immediately a resolution of the Board of Trustees is passed to that effect by not less than three quarters in number of the members of the Board of Trustees present and voting PROVIDED THAT the member concerned shall have the right to make written representations to the Board of Trustees and to be heard by the Board of Trustees at the meeting at which the relevant resolution is to be voted upon.

3. **GENERAL MEETINGS**

- 3.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The Charity shall in each year hold a general meeting as its AGM 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 AGM of the Charity and that of the next. The AGM shall be held at such time and place as the Board of Trustees shall appoint.
- 3.3 The Board of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting in accordance with the requirements of the Companies Act. If there are not within the United Kingdom sufficient Trustees to call

a general meeting, any Trustee or any member of the Charity may call a general meeting.

4. NOTICE OF GENERAL MEETINGS

- 4.1 An AGM and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a Trustee shall be called by at least twenty one clear days' notice.
- 4.2 All other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 4.3 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 AGM, shall specify the meeting as such.
- 4.4 Notice of a general meeting shall be given in accordance with the provisions of Article 20.
- 4.5 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.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any meeting unless a quorum is present.
- 5.2 Subject to Article 5.3.2 seventy five members of the Charity present in person shall be a quorum.
- 5.3 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:-
 - 5.3.1 the meeting, if convened upon the requisition of members, shall be dissolved;
 - 5.3.2 in any other case, it shall stand adjourned until such other day, time and place as the Board of Trustees shall reasonably determine. The quorum required for the transaction of business at an adjourned meeting shall be 50 members of the Charity present in person and entitled to vote upon the business to be transacted.
- 5.4 The Chairman, if any, of the Board of Trustees or in her absence some other member of the Board of Trustees nominated by the Board of Trustees shall preside as chairman of the meeting but if neither the Chairman nor such other member of the Board 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 Board of Trustees present shall elect one of their number to be chairman and, if there is only one member of the Board of Trustees present and willing to act, she shall be chairman.

- 5.5 If no member of the Board of Trustees is willing to act as chairman or if no member of the Board of Trustees is present within 15 minutes after the time appointed for holding the meeting, the members of the Charity present and entitled to vote shall choose one of their number to be chairman.
- 5.6 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.
- 5.7 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.
- 5.8 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.
- 5.9 Subject to the provisions of the Companies Act, a poll may be demanded by the chairman or by at least five members of the Charity having the right to vote at the meeting.
- 5.10 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 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.
- 5.11 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.
- 5.12 A poll shall be taken as the chairman may direct and she 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.
- 5.13 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.
- 5.14 A poll demanded on the election of a chairman 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 chairman 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.

5.15 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.

5.16 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 chairman whose decision shall be final and conclusive.

6. **VOTES**

6.1 On a show of hands every member of the Charity present in person shall have one vote. On a poll every member of the Charity present in person or by proxy shall have one vote.

6.2 No member of the Charity shall be entitled to vote on a show of hands or on a poll at any general meeting unless all monies presently payable by her to the Charity have been paid.

6.3 No person shall act as a proxy who is not entitled to be present and vote in her own right.

6.4 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 Board of Trustees may determine or, failing such determination, in any usual form.

6.5 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 Board of Trustees shall:-

6.5.1 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

6.5.2 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.

6.6 An instrument of proxy which is not deposited or delivered in the manner permitted under Article 6.5 above shall be invalid.

7. THE BOARD OF TRUSTEES (GENERAL)

Composition of the Board of Trustees

- 7.1 The Board of Trustees shall consist of the Trustees who shall be elected or appointed in accordance with these Articles of Association. Each Trustee must be a member of the Charity.
- 7.2 At the date of adoption of these Articles the Trustees are: Barbara Kott, Bernadette Matus, Ruth Howard, Tracy Stanton, Jane Walker, Liz Goudie, Sue Saxey, Anne Sherman, Sue Hanson, Fiona Gray, Julia Morritt, Margy Hughes, Anne Brome Thompson, Anne Booth and Cynthia Clarkson, together with such persons who are elected as Trustees on the date of adoption of these Articles, each of whom shall be deemed to have been duly appointed under these Articles of Association of the Charity.
- 7.3 The composition of the Board of Trustees and the maximum number of Trustees shall be determined in accordance with Article 8 (in relation to the period prior to the Charity's AGM in 2001) and in accordance with Article 9 (in relation to the period after the Charity's AGM in 2001).

Appointment of Trustees

- 7.4 The Charity may by ordinary resolution elect a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee.
- 7.5 In the event that there are, at any time and for any reason, fewer Trustees than the numbers set out in Article 8.2 or Article 9.2 (as appropriate) the Board of Trustees shall have power from time to time to appoint any person or persons as a Trustee. Each person so appointed shall hold office as a Trustee as if she had been appointed by ordinary resolution of the members at the general meeting immediately preceding her appointment.
- 7.6 In addition to the power specified in Article 7.5, the Board of Trustees shall have the power at any time to fill casual vacancies on the Board of Trustees. Each member of the Board of Trustees so appointed shall hold office:
- 7.6.1 in the case of a Regional Representative until the following AGM when she will be eligible to stand for election for a period equivalent to the remainder of the elected term of office of the member of the Board of Trustees she replaces at the expiry of which she shall be eligible for election for a further term of 3 years;
- 7.6.2 in the case of a UK Representative until the following AGM when she will be eligible to stand for election for a term of 3 years at the expiry of which she shall be eligible for re-election for a further term of 3 years;
- 7.6.3 in the case of the President until the following AGM when she will be eligible to stand for election for a period equivalent to the remainder of the term of office of her

predecessor and shall be eligible at the end of that term to stand for election for a further term of 5 years; and

7.6.4 in the case of a Specialist Representative until the AGM in 2001 when she shall be deemed to have vacated such office in accordance with Article 8.7.

7.7 All persons appointed to the Board of Trustees in accordance with Articles 7.4, 7.5 or 7.6 must satisfy the qualification criteria for such appointment set out in Articles 8 or 9 (as appropriate).

8. THE BOARD OF TRUSTEES (PRE 2001 ANNUAL GENERAL MEETING)

8.1 The provisions of this Article 8 shall apply from the date of adoption of these Articles until the AGM of the Charity in 2001 and following such AGM this Article 8 shall cease to have any further effect.

Composition of the Board of Trustees

8.2 The Board of Trustees shall consist of :

8.2.1 the President;

8.2.2 one Regional Representative for each of the eight Regions; and

8.2.3 one Specialist Representative for each of the Special Interest Groups.

8.3 The Board of Trustees shall be entitled to appoint an Honorary Treasurer and not more than three additional individuals who shall be entitled to participate but not to vote at meetings of the Board of Trustees.

Qualification and Nomination of Trustees

8.4 A candidate for office as President must be nominated by any two members (other than the candidate herself).

8.5 A candidate for office as a Regional Representative must have served the Charity at Regional level for at least two years during the last 6 years, be resident in the Region for which she is nominated and be nominated by two members who are resident in that Region.

8.6 Candidates for offices as Specialist Representatives must have served the Charity 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:

8.6.1 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);

- 8.6.2 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);
- 8.6.3 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).
- 8.6.4 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).
- 8.6.5 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).
- 8.6.6 The terms "registered antenatal teacher", "registered breastfeeding counsellor", "registered postnatal co-ordinator", "registered maternity services representative" and "registered research network contributor" shall be defined in the Bye-laws.

Retirement and Reappointment of Specialist Representative Trustees

- 8.7 At the conclusion of the Charity's AGM in 2001 all individuals who at that time hold office as a Specialist Representative shall be deemed to have vacated such office, and immediately following such AGM the office of Specialist Representative shall cease to exist and all references in these Articles or the Byelaws to Specialist Representatives or Special Interest Groups shall cease to have any effect.
- 8.8 In relation to each Trustee who is serving as a Specialist Representative on the day immediately following the date of adoption of these Articles, if such person is re-elected as a Trustee by the members at the AGM in 2001 then this will be treated as her second election for the purpose of calculating her total period of office under Article 9.7.

9. THE BOARD OF TRUSTEES (POST 2001 ANNUAL GENERAL MEETING)

- 9.1 The provisions of this Article 9 shall apply with effect from the AGM of the Charity in 2001 and at all times thereafter.

Composition of the Board of Trustees

- 9.2 The members of the Board of Trustees shall comprise the following all of whom must be members of the Charity:
- 9.2.1 the President;

- 9.2.2 one Regional Representative for each of the eight Regions; and
- 9.2.3 subject to Article 9.12, a maximum of twelve UK Representatives.

Qualification and Nomination of Trustees

- 9.3 A candidate for office as President must be nominated by any two members (other than the candidate herself).
- 9.4 A candidate for office as a Regional Representative must have served the Charity at Regional level for at least two years during the last 6 years, be resident in the Region for which she is nominated and be nominated by two members (other than the candidate herself) who are resident in that Region.
- 9.5 A candidate for office as a UK Representative must be resident in the United Kingdom and be nominated by two members (other than the candidate herself).
- 9.6 Prior to each AGM each member shall be notified of vacancies on the Board of Trustees for President, UK Representatives and Regional Representative for the Region in which she is resident and shall be invited to make nominations. 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. Each candidate shall also provide a written statement of not more than 200 words, which shall be included with the notice of AGM sent by the Board of Trustees to all members registered in the statutory books of the Charity as at the date on which the notice is dispatched. All nominations must be received at the Office not less than 63 days before the date of the AGM.

Retirement and Reappointment of Trustees

- 9.7 Subject to the arrangements regarding casual vacancies specified in Article 7.6 each member of the Board 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 10. At the expiration of that term she shall be eligible to stand for re-election for a further term of three years (or five years in the case of the President). Notwithstanding any other provisions in these Articles, after having served for a consecutive period of 6 years a member of the Board of Trustees must stand down for a period of one year before she may be elected or appointed as a member of the Board of Trustees (and if such period of 6 years ends on a day other than an AGM then she shall stand down at the next following AGM).
- 9.8 The Regional Representatives shall retire by rotation in accordance with the following provisions:-
- 9.8.1 at the AGM in 2001 and at every third AGM thereafter those to retire shall be the Regional Representatives for Regions 1 and 6;

- 9.8.2 at the AGM in 2002 and at every third AGM thereafter those to retire shall be the Regional Representatives for Regions 2, 4 and 8;
- 9.8.3 at the AGM in 2003 and at every third AGM thereafter those to retire shall be the Regional Representatives for Regions 3, 5 and 7.
- 9.9 At each AGM from 2002 onwards, one third of the UK Representatives shall retire by rotation, or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. The UK Representatives to retire by rotation shall include (so far as is necessary to obtain the number required) UK Representatives who wish to retire and not offer themselves for re-election. Any further UK Representatives to retire shall be those who have been longest in office since their appointment or last re-appointment but, as between persons who become or were last re-appointed UK Representatives on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 9.10 The President shall not be required to retire by rotation.

Honorary Offices

- 9.11 The Board of Trustees shall appoint from amongst the Trustees, and may at any time remove, the Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary and the chairmen of committees of the Board of 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 Board of Trustees. The role and responsibilities of the Honorary Offices shall be set out in the Board of Trustees' standing orders.
- 9.12 If the Board of Trustees at any time appoints a Regional Representative to an Honorary Office ("Former Regional Representative") then, with effect from such appointment, such Former Regional Representative shall be deemed to be a UK Representative (and the number of UK Representatives set out in Article 9.2.3 shall be increased accordingly). In such event the Board of Trustees may, pursuant to their powers under Article 7.5, appoint any person to be a Regional Representative in place of the Former Regional Representative.

10. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF TRUSTEES

- 10.1 The Charity may by ordinary resolution, of which special notice shall have been given in accordance with section 379 of the Companies Act, remove any Trustee before the expiration of her period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.
- 10.2 The office of a Trustee shall be vacated with immediate effect in any of the following events:-
- 10.2.1 if she resigns her office by notice in writing to the Charity;

- 10.2.2 if she ceases to be a member;
- 10.2.3 if she becomes bankrupt or makes any arrangement or composition with her creditors generally;
- 10.2.4 if she becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;
- 10.2.5 if she ceases to be a member of the Board of Trustees by virtue of any provision of the Companies Act or she becomes prohibited by law from being a member of the Board of Trustees;
- 10.2.6 if she is directly or indirectly interested in any contract with the Charity and fails to declare the nature of her interest in the manner required by Section 317 of the Companies Act;
- 10.2.7 if she shall for more than three consecutive meetings have been absent without permission of the Board of Trustees from meetings of the Board of Trustees and the Board of Trustees so resolves.

11. POWERS AND DUTIES OF THE BOARD OF TRUSTEES

- 11.1 Subject to the provisions of the Companies Act, the Memorandum of Association, these Articles and any directions given by special resolution of the members of the Charity, the policies and activities of the Charity shall be directed and managed by the Board of Trustees who may exercise all such powers of the Charity as are not, by the Companies Act or by these Articles, required to be exercised by the Charity in general meeting.
- 11.2 No direction given by the Charity in general meeting shall invalidate any prior act of the Board of Trustees which would have been valid if that direction had not been given.
- 11.3 The Board of Trustees may delegate any of its powers to any committee or committees consisting of such persons as the Board of Trustees may think fit (provided that the chairman 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 Board of 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 Board of Trustees as far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees. All acts and proceedings of such committees shall be fully and promptly reported to the Board of Trustees.
- 11.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time determine.

- 11.5 The Board of Trustees shall have power to make Bye-laws for the proper conduct and management of the Charity in accordance with Article 15 below.
- 11.6 The Board of Trustees may pay out of the Charity's funds all expenses incurred in promoting and registering the Charity.
- 11.7 The Board of Trustees may from time to time appoint any person or persons in each case, whether a member of NCT or not, to be a Patron of NCT. Patrons may be invited to attend meetings of the Board of 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 Board of Trustees may dismiss a Patron so appointed.
- 11.8 The members of the Board of Trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any committee of the Board of Trustees or any general meeting of the Charity or in connection with the activities of the Charity.

12. BORROWING POWERS

The Board of Trustees may exercise all the powers of the Charity 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 Charity or of any third party.

13. PROCEEDINGS OF THE BOARD OF TRUSTEES

- 13.1 Subject to the provisions of the Companies Act and these Articles, the Board of Trustees may regulate their proceedings as they think fit.
- 13.2 Each member of the Board of Trustees shall have one vote at meetings of the Board of Trustees. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 13.3 If there shall be no Trustee holding the office of Chairman, 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 members of the Board of Trustees present shall elect one of their number to be chairman of that meeting.
- 13.4 The Chairman shall, at the request of any five members of the Board of Trustees, call a meeting of the Board of Trustees.
- 13.5 Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes.
- 13.6 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.

- 13.7 The quorum for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees but shall not be less than one third of their number (rounded down to the nearest whole number if appropriate) or two trustees, whichever is the greater.
- 13.8 A meeting of the Board of Trustees or a committee of the Board 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 Board of Trustees or a committee of the Board of Trustees are in communication by means of telephone or conference telephone or similar communications equipment whereby all participating members of the Board of Trustees or committee of the Board of Trustees (as appropriate) can hear each other and all of the said Trustees agree to treat the meeting as so held, provided that the number of the said Trustees shall constitute a quorum of the Board of Trustees or a committee of the Board 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.
- 13.9 A resolution signed in writing by all the members of the Board of Trustees entitled to attend and vote at meetings of the Board of Trustees or of a committee of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held and may consist of several documents in like form each signed by one or more members of the Board of Trustees or committee of the Board of Trustees as appropriate.
- 13.10 All acts done by any meeting of the Board of Trustees or of a committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 Board of Trustees.
- 13.11 The Board of Trustees shall cause minutes to be made in books provided for the purpose:-
- 13.11.1 of all appointments made by the Board of Trustees to Honorary Offices
- 13.11.2 of the names of the members of the Board of Trustees present at each meeting of the Board of Trustees and of any committees of the Board of Trustees; and
- 13.11.3 of all resolutions and proceedings at all meetings of the Charity and of the Board of Trustees and of committees of the Board of Trustees.

14. INTERESTS OF MEMBERS OF THE BOARD OF TRUSTEES

- 14.1 A member of the Board of Trustees who is any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Charity:-
- 14.1.1 shall declare the nature of her interest at a meeting of the Board of Trustees in accordance with Section 317 of the Companies Act; and
- 14.1.2 shall not be entitled to vote in respect of any contract or arrangement in which she is interested and if she shall do so her vote shall not be counted and she may not be taken into account in ascertaining whether a quorum is present.
- 14.2 For the purposes of Article 14.1:-
- 14.2.1 a general notice given to the members of the Board of Trustees that a member of the Board 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 Board of Trustees has an interest in any such transaction of the nature and extent so specified; and
- 14.2.2 an interest of which a member of the Board of Trustees has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of hers.

15. BYE-LAWS

- 15.1 The Board of Trustees may from time to time make such Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity in particular but without prejudice to the generality of the foregoing, it may by such Bye-laws regulate:-
- 15.1.1 the setting up and management of Regional committees and local Branches;
- 15.1.2 the conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by members;
- 15.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
- 15.1.4 the procedure at general meetings and meetings of the Board of Trustees and its committees in so far as such procedure is not regulated by these Articles;
- 15.1.5 the procedure for nominations and elections to the Board of Trustees in so far as such procedure is not regulated by these Articles; and
- 15.1.6 all such other matters as are commonly the subject matter of company rules.

- 15.2 The Charity in general meeting or the Board of Trustees shall have power to alter add to or repeal the Bye-laws and the Board of Trustees shall adopt such means as it deems sufficient to bring to the notice of members of the Charity all such Bye-laws, which so long as they shall be in force shall be binding on all members of the Charity provided nevertheless that no Bye-law shall be inconsistent with or shall affect or repeal anything contained in the Charity's Memorandum of Association or these Articles.

16. **THE SECRETARY**

- 16.1 Subject to the Companies Act, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as the Board of Trustees may think fit and any Secretary so appointed may be removed by it.

- 16.2 A provision of the Companies Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the Secretary.

17. **THE SEAL**

- 17.1 The Board of Trustees shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees in that behalf. Every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some person appointed by the Board of Trustees for the purpose.

18. **ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN**

- 18.1 The Board of Trustees shall cause accounting records to be kept in accordance with the provisions of the Companies Act.
- 18.2 The accounting records shall be kept at the Office or, subject to the provisions of the Companies Act, at such other place or places as the Board of Trustees may think fit, and shall always be open to the inspection of the members of the Board of Trustees.
- 18.3 The Board of Trustees shall from time to time in accordance with the provisions of the Companies Act cause to be prepared and to be laid before the Charity in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.
- 18.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in general meeting, together with a copy of the auditor's report and the Board of Trustees' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Charity provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware.

- 18.5 The Trustees shall comply with their obligations under the Charities Act 1992 (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.

19. **AUDITORS**

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

20. **NOTICES**

- 20.1 A notice may be given by the Charity to any member of the Charity in writing either personally or by sending it by pre-paid post, or facsimile transmission ("fax") to her registered address within the United Kingdom supplied by her to the Charity for the purpose of the giving of notice to her, but in the absence of such address the member shall not be entitled to receive from the Charity notice of any meeting.
- 20.2 A properly addressed and pre-paid notice sent by post shall be deemed to have been given upon the second business day following that on which the notice is posted.
- 20.3 A notice given by fax shall be deemed to have been given at the same time as it is transmitted by the Charity.
- 20.4 Notice of every general meeting shall be given in any manner authorised in this Article 20 to:-
- 20.4.1 every member except those members who have not supplied to the Charity an address within the United Kingdom for the purpose of the giving of notices to them;
- 20.4.2 the auditors for the time being of the Charity; and
- 20.4.3 each Trustee.

No other person shall be entitled to receive notices of general meetings.

21. **DISSOLUTION**

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

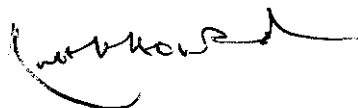
22. **INDEMNITY**

Subject to the provisions of and so far as may be permitted by the Companies Act (and without prejudice to any indemnity to which she may otherwise be entitled), every member of the Board of Trustees, and the Secretary shall be entitled to be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred or sustained by her in the execution and discharge of her duties or otherwise in relation thereto including, without limitation, in defending any

proceedings, whether civil or criminal in which judgment is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.



Bernadette Matus
Chair, Board of Trustees



Ruth Howard
Vice Chair, Board of Trustees