

THE COMPANIES ACT 2006
Company Limited by Guarantee

Special Resolution of

National Eczema Society

At the Annual General Meeting of the above Company duly convened and held on Saturday, 27 November 2010 at the Society of Antiquaries of London, Burlington House, Piccadilly, London W1J 0BE the following Resolution was duly passed as a Special Resolution

That the Society's Articles of Association (including the provisions of its Memorandum of Association that are under section 28 of the Companies Act 2006 to be treated as provisions of the Society's Articles) and the Special Resolution of the Society passed on 17 November 2007, concerning the use of the Society's website to communicate with members, be replaced, with effect from the passing of this Special Resolution, by Articles as follows

THE COMPANIES ACT 2006
Articles of Association of
National Eczema Society

- 1 The company's name is National Eczema Society (and in this document it is called the "charity")

Interpretation

- 2 In the articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the charity,

"the articles" means the charity's articles of association,

"the charity" means the company intended to be regulated by these articles,

"clear days" in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"officers" includes the trustees and the secretary (if any),

"secretary" means any person appointed to perform the duties of the secretary of the charity,

"the trustees" means the trustees of the charity The trustees are directors of the company as defined by section 1261 of the Companies Act 2006,

"the United Kingdom" means Great Britain and Northern Ireland, and



words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Liability of members

- 3 (1) The liability of the members is limited
- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

Objects

- 4 (1) The charity's objects ("Objects") are specifically restricted to the following
- To relieve people with eczema, other skin diseases and related conditions and the families of such people who are in need individually or collectively in any manner which is deemed by law to be charitable
- (2) The Objects of the charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

Powers

- 5 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the charity has power
- (1) to raise funds In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article,
- (10) to
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee,

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

Application of income and property

- 6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the charity and no member of its board of trustees shall be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the charity

Provided that nothing shall prevent any payment in good faith by the charity

- (a) of reasonable and proper remuneration to any member, officer or servant of the charity not being a member of its board of trustees for any services rendered to the charity,
 - (b) of interest on money lent by any member of the charity or of its board of trustees at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the board of trustees or 3 per cent whichever is the greater,
 - (c) of reasonable and proper rent for premises demised or let by any member of the charity or of its board of trustees,
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the board of trustees may be a member holding no more than 1/100th part of the capital of that company,
 - (e) to any member of its board of trustees of out-of-pocket expenses
- (2) No trustee or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public

Members

- 7 (1) Membership is open to individuals or organisations who
- (a) apply to the charity in the form required by the trustees, and
 - (b) are approved by the trustees

- (2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
- (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- (3) Membership is not transferable
- (4) The trustees must keep a register of names and addresses of the members

Classes of membership

- 8 (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership
- (3) The rights attached to a class of membership may only be varied if
 - (a) three-quarters of the members of that class consent in writing to the variation, or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of membership

9 Membership is terminated if

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due,
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General meetings

- 10(1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings
- (2) A date shall be set for each annual general meeting and published annually in the charity's June issue of its members' magazine Exchange. The setting and publication of this date shall be in addition to and not affect the giving of notice of the meeting
- 11 The trustees may call a general meeting at any time

Notice of general meetings

- 12(1) The minimum periods of notice required to hold a general meeting of the charity are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
- (b) fourteen clear days for all other general meetings
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19
- (3) The notice must be given to all the members and to the trustees and auditors
- 13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

Proceedings at general meetings

- 14(1) No business shall be transacted at any general meeting unless a quorum is present
- (2) Fifteen members present in person shall be a quorum. The authorised representative of a member organisation shall be counted in the quorum
- 15(1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the trustees shall determine
- (2) The trustees must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting
- (3) 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 in person or by proxy at that time shall constitute the quorum for that meeting
- 16(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting

- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 17(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 18(1) Any vote at a meeting shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded
- (a) by the person chairing the meeting, or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting
- (2)
- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded
- (3)
- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4)
- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be conclusive of the question in respect of which the poll was demanded
- (5)
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - (c) The poll must be taken within thirty days after it has been demanded
 - (d) If the poll is not taken immediately at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

- 19(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine, and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 20(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Votes of members

- 21 Subject to article 8, every member, whether an individual or an organisation, shall have one vote
- 22 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 23(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- (2) The charity shall not be required to consider whether the representative has been properly appointed by the organisation

Trustees

- 24(1) A trustee must be a natural person aged 16 years or older and a member of the charity
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 35
- 25 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 26 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees

Powers of trustees

- 27(1) The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees

Retirement of trustees

- 28 At each annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire
- 29(1) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Appointment of trustees

- 30 The charity may by ordinary resolution
- (1) appoint a person who is willing to act to be a trustee, and
- (2) determine the rotation in which any additional trustees are to retire
- 31 No person other than a trustee retiring by rotation or a trustee who had been appointed by the trustees since the last annual general meeting may be appointed a trustee at any general meeting unless
- (1) he or she is recommended for election by the trustees, or
- (2) not less than forty-two nor more than fifty-six clear days before the date of the meeting, the charity is given a notice that
- (a) is signed by a member entitled to vote at the meeting,
- (b) states the member's intention to propose the appointment of a person as a trustee,

- (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed
- 32(1) A person may only be appointed a trustee under Article 31(2) at an annual general meeting
- (2) Any resolution to be put to an annual general meeting to appoint a trustee under Article 31(2) must be included in the notice of that meeting
- 33(1) The trustees may appoint a person who is willing to act to be a trustee
- (2) A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation
- 34 The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees
- Disqualification and removal of trustees**
- 35 A trustee shall cease to hold office if he or she
 - (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee,
 - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (3) ceases to be a member of the charity,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
 - (6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated
- Remuneration of trustees**
- 36 The trustees must not be paid any remuneration unless it is authorised by article 6
- Proceedings of trustees**
- 37(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) Any trustee may call a meeting of the trustees
 - (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

- (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants
- 38(1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made "Present" includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote
- 39 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 of calling a general meeting
- 40(1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees
- 41(1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that
- (a) a copy of the resolution is sent or submitted to all the trustees eligible to vote, and
- (b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement
- Delegation**
- 42(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book
- (2) The trustees may impose conditions when delegating, including the conditions that
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees
- (3) The trustees may revoke or alter a delegation

- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees

Declaration of trustees' interests

- 43 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests

- 44(1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply
- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting, and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person

Validity of trustees' decisions

- 45(1) Subject to article 45(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee
- (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office,
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without
- (d) the vote of that trustee, and
 - (e) that trustee being counted in the quorum,
- the decision has been made by a majority of the trustees at a quorate meeting
- (2) Article 45(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 45(1), the resolution would have been void, or if the trustee has not complied with article 43

Minutes

- 46 The trustees must keep minutes of all

- (1) appointments of officers made by the trustees,
- (2) proceedings at meetings of the charity,
- (3) meetings of the trustees and committees of trustees including
 - (a) the names of the trustees present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

47(1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 2) The trustees must keep accounting records as required by the Companies Acts.

Means of communication to be used

48(1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

49 Any notice to be given to or by any person pursuant to the articles

- (1) must be in writing, or
- (2) must be given in electronic form.

50(1) The charity may give any notice to a member either

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address.

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

51 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

52(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

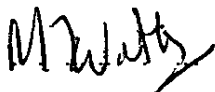
Rules

- 53(1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity
- (2) The bye laws may regulate the following matters but are not restricted to them
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

- 54 If upon the winding up or dissolution of the charity there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the charity under or by virtue of clause 6 hereof, 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 for some other charitable object.

Signed



Director

Date 27 November 2010

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National Eczema Society

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"secretary" means any person appointed to perform the duties of the secretary of the charity,

"the trustees" means the trustees of the charity The trustees are directors of the company as defined by section 1261 of the Companies Act 2006,

"the United Kingdom" means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Liability of members

- 3 (1) The liability of the members is limited
- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and

liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

Objects

- 4 (1) The charity's objects ("Objects") are specifically restricted to the following

To relieve people with eczema, other skin diseases and related conditions and the families of such people who are in need individually or collectively in any manner which is deemed by law to be charitable

- (2) The Objects of the charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

Powers

- 5 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the charity has power

- (1) to raise funds In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article,
- (10) to
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and

- (c) arrange for the investments or other property of the charity to be held in the name of a nominee,
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000

Application of income and property

- 6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the charity and no member of its board of trustees shall be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the charity

Provided that nothing shall prevent any payment in good faith by the charity

- (a) of reasonable and proper remuneration to any member, officer or servant of the charity not being a member of its board of trustees for any services rendered to the charity,
 - (b) of interest on money lent by any member of the charity or of its board of trustees at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the board of trustees or 3 per cent whichever is the greater,
 - (c) of reasonable and proper rent for premises demised or let by any member of the charity or of its board of trustees,
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the board of trustees may be a member holding no more than 1/100th part of the capital of that company,
 - (e) to any member of its board of trustees of out-of-pocket expenses
- (2) No trustee or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public

Members

- 7 (1) Membership is open to individuals or organisations who
- (a) apply to the charity in the form required by the trustees, and
 - (b) are approved by the trustees
- (2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
- (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- (3) Membership is not transferable
- (4) The trustees must keep a register of names and addresses of the members

Classes of membership

- 8 (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership
- (3) The rights attached to a class of membership may only be varied if
- (a) three-quarters of the members of that class consent in writing to the variation, or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of membership**9 Membership is terminated if**

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due,
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General meetings

- 10(1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings
- (2) A date shall be set for each annual general meeting and published annually in the charity's June issue of its members' magazine Exchange. The setting and publication of this date shall be in addition to and not affect the giving of notice of the meeting
- 11 The trustees may call a general meeting at any time

Notice of general meetings

- 12(1) The minimum periods of notice required to hold a general meeting of the charity are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

- (b) fourteen clear days for all other general meetings
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- (3) The notice must be given to all the members and to the trustees and auditors
- 13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity
- Proceedings at general meetings**
- 14(1) No business shall be transacted at any general meeting unless a quorum is present
- (2) Fifteen members present in person shall be a quorum. The authorised representative of a member organisation shall be counted in the quorum
- 15(1) If
 - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine
- (2) The trustees must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting
- (3) 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 in person or by proxy at that time shall constitute the quorum for that meeting
- 16(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 17(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting stating the date, time and place of the meeting

- 18(1) Any vote at a meeting shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded
- (a) by the person chairing the meeting, or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- (b) The result of the poll shall be deemed to be conclusive of the question in respect of which the poll was demanded
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

- 19(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine, and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 20(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Votes of members

- 21 Subject to article 8, every member, whether an individual or an organisation, shall have one vote
- 22 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 23(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- (2) The charity shall not be required to consider whether the representative has been properly appointed by the organisation

Trustees

- 24(1) A trustee must be a natural person aged 16 years or older and a member of the charity
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 35
- 25 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 26 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees

Powers of trustees

- 27(1) The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution

- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees

- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees

Retirement of trustees

- 28 At each annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire

- 29(1) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

- (2) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Appointment of trustees

- 30 The charity may by ordinary resolution

- (1) appoint a person who is willing to act to be a trustee, and
(2) determine the rotation in which any additional trustees are to retire

- 31 No person other than a trustee retiring by rotation or a trustee who had been appointed by the trustees since the last annual general meeting may be appointed a trustee at any general meeting unless

- (1) he or she is recommended for election by the trustees, or
(2) not less than forty-two nor more than fifty-six clear days before the date of the meeting, the charity is given a notice that
(a) is signed by a member entitled to vote at the meeting,
(b) states the member's intention to propose the appointment of a person as a trustee,
(c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and
(d) is signed by the person who is to be proposed to show his or her willingness to be appointed

- 32(1) A person may only be appointed a trustee under Article 31(2) at an annual general meeting

- (2) Any resolution to be put to an annual general meeting to appoint a trustee under Article 31(2) must be included in the notice of that meeting

- 33(1) The trustees may appoint a person who is willing to act to be a trustee

- (2) A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation

- 34 The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees

Disqualification and removal of trustees

- 35 A trustee shall cease to hold office if he or she

- (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee,
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (3) ceases to be a member of the charity,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (5) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
- (6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated

Remuneration of trustees

- 36 The trustees must not be paid any remuneration unless it is authorised by article 6

Proceedings of trustees

- 37(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any trustee may call a meeting of the trustees
 - (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
 - (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants
- 38(1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made "Present" includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees
 - (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote

- 39 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 of calling a general meeting
- 40(1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees
- 41(1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that
- (a) a copy of the resolution is sent or submitted to all the trustees eligible to vote, and
- (b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement

Delegation

- 42(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book
- (2) The trustees may impose conditions when delegating, including the conditions that
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees
- (3) The trustees may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees

Declaration of trustees' interests

- 43 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests

- 44(1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply

- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting, and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person

Validity of trustees' decisions

45(1) Subject to article 45(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by the constitution to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (d) the vote of that trustee, and
- (e) that trustee being counted in the quorum,

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

- (2) Article 45(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 45(1), the resolution would have been void, or if the trustee has not complied with article 43

Minutes

46 The trustees must keep minutes of all

- (1) appointments of officers made by the trustees,
- (2) proceedings at meetings of the charity,
- (3) meetings of the trustees and committees of trustees including
 - (a) the names of the trustees present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

47(1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

- 2) The trustees must keep accounting records as required by the Companies Acts

Means of communication to be used

- 48(1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity

- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being

- 49 Any notice to be given to or by any person pursuant to the articles

- (1) must be in writing, or
(2) must be given in electronic form

- 50(1) The charity may give any notice to a member either

- (a) personally, or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
(c) by leaving it at the address of the member, or
(d) by giving it in electronic form to the member's address

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity

- 51 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

- 52(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

- (a) 48 hours after the envelope containing it was posted, or
(b) in the case of an electronic form of communication, 48 hours after it was sent

Rules

- 53(1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity
(2) The bye laws may regulate the following matters but are not restricted to them

- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws
 - (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity
 - (5) The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Dissolution

- 54 If upon the winding up or dissolution of the charity there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the charity under or by virtue of clause 6 hereof, 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 for some other charitable object