



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COELIAC UK

Incorporated 14th June 1995

Registered No. 3068044

Articles adopted 3rd July 2021
and amended pursuant to Special Resolution 9
passed at the Annual General Meeting held on 3 July 2021

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Name of the Charity

- 1 The name of the Charity is COELIAC UK and in these Articles it is referred to as the Charity.
- 2 The registered office of the Charity is situated in England.

Interpretation

- 3 In these Articles the following definitions have the following meaning:-

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means these Articles of Association of the Charity.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the Charity" means COELIAC UK.

"executed" includes any mode of execution.

"Objects" means the objects or purposes of the Charity

"Office" means the registered office of the Charity.

"the seal" means the common seal 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.

"Chair" means the appointed Chairperson of the Board

"the Board" means the Trustees who shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Charity, as defined in the Act.

"Resolution" or "Ordinary Resolution" means a proposal that may be passed by a simple majority – more than 50% – of the votes cast.

"Special Resolution" means a Resolution which requires at least 75% of the votes cast in favour of it in order to pass

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

“the Coeliac Condition” includes Gluten Enteropathy, Dermatitis Herpetiformis or any similar or related medical condition.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Charity.

4 Clause not used

Objects

5. The Objects are specifically restricted to the following:

- (a) improving the wellbeing and outcomes of people affected by the Coeliac Condition;
- (b) increasing awareness and knowledge and improving the care and choice for those affected by the Coeliac Condition; and
- (c) promoting research into the nature, causes, alleviation, treatment and cure of the Coeliac Condition.

Liability of Members

6 The liability of the members is limited to a sum not exceeding £1.00, being the amount that each member of the Charity undertakes to contribute to the assets of the Charity if it is wound up during the time that they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Charity incurred before the time at which they cease to be a member and of the costs, charges and expenses of winding-up the Charity and for the adjustment of the rights of the contributories among themselves.

7 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” or the words “charitable purpose” in force in any part of the United Kingdom in which the Charity operates.

Powers

8. The Charity has power to do anything which is calculated to further all or any of its Objects or is conducive or incidental to doing so. In particular the Charity has power to do any or all of the following:

- (a) the bringing together of all human and material resources of whatsoever kind, and the giving of such advice, the taking of such initiatives, the provision of such services and the proffering of such assistance as shall be considered appropriate to those ends;
- (b) the provision of money, materials or other help and assistance of whatever kind;
- (c) the publication of books, pamphlets, reports, news-sheets, leaflets, journals, films, tapes and other publications or instructional matter;
- (d) the holding of seminars, symposia, courses, competitions, colloquia, programmes, conferences, workshops, meetings, lectures, broadcasts, courses of instruction, or other events;
- (e) the establishment and operation of treatment centres or educational or training centres or establishments;
- (f) the establishment and operation of advice centres to test foods and beverages for suitability for consumption by persons suffering from the Coeliac Condition and otherwise to advise and assist them and those helping them;
- (g) the provision of counselling and guidance;
- (h) the enquiry into, surveying or other investigation into the needs of those who may be benefited hereunder;
- (i) the collection and making available of information on all matters affecting or relating to the said objects, and the exchange of such information and cooperation and collaboration with other bodies (whether statutory or otherwise) operating in similar areas whether in the United Kingdom or

elsewhere;

- (j) the purchasing, taking on lease or in exchange or hire or other acquisition of any real and personal estate which may be necessary for any of the purposes of the Charity;
- (k) subject to such consents as may be required by law the selling, leasing, mortgaging, exchange, disposal of, or other dealing with and the turning to accounting all or any part of the property of the Charity with a view to the promotion of its objects;
- (l) subject to such consents as may be required by law the borrowing or raising of money for the purposes of the Charity on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (m) the raising of resources and funds and inviting and receiving contributions from any person or persons whatever by way of donation, grant, payment and otherwise or support in money or other assets of any kind from any person or persons whatever by way of legacy, loan, covenant, annual or other subscription, charge, fee or otherwise provided that the Charity shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (n) the carrying on of trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Charity or the trade is temporary and ancillary to the carrying out of the objects aforesaid and to incorporate any wholly owned company to carry on any trade;
- (o) the engagement or employment of such persons (whether as employees, consultants, advisers, or however) as may be requisite to the promotion of the objects of the Charity and on such reasonable terms and at such reasonable remuneration as the Trustees may think fit;
- (p) making all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (q) the establishment and support of other charitable associations or institutions and the subscription, lending or guaranteeing of money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;
- (r) the undertaking and execution of any charitable trusts which may lawfully be undertaken by the Charity and may be necessary to its objects;
- (s) the investing of the moneys of the Charity not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit;
- (t) the receipt of loans at interest or otherwise from the lending of money and giving of credit to, and the taking of security for such loans or credit and guaranteeing and becoming or giving security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Charity;
- (u) the drawing, acceptance, endorsement, issuing, or executing of promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments;
- (v) the establishment of charitable companies with objects similar to those of the Charity for the acquisition of the property or liabilities of the Charity or to carry on any authorised activity of the Charity or for any other charitable purpose calculated to benefit the Charity;
- (w) the amalgamation, merger, or joining with any charity having charitable objects wholly or in part similar to those of this Charity;
- (x) the purchase, acquisition or undertaking of all or any of the property liabilities and engagements of charitable associations, societies, or bodies with which the Charity may cooperate or federate;
- (y) the paying out of the funds of the Charity the costs of forming and registering the Charity;
- (z) the paying out of the funds of the Charity of the cost of any premium in respect of insurance or indemnities to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust or of which they may be guilty in relation to the Charity; PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default

on the part of the Trustees so claiming (of any of them);

- (aa) the doing of all such other lawful things as shall further the attainment of the above objects or any of them.

Application of income and property

9. The income and property of the Charity, shall be applied solely towards the promotion of its Objects and, subject as set out below, none of the income or the property of the Charity shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any members of the Charity (and no member of its Board 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) for any services rendered to the Charity;
- (b) of interest on money lent by any member of the Charity (or of its Board) at a reasonable and proper rate;
- (c) of any reasonable and proper rent for premises demised or let by any member of the Charity (or of its Board);
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company; and
- (e) to any member of its Board of reasonable and proper out-of-pocket expenses incurred when acting on behalf of the Charity;
- (f) of reasonable and proper premiums in respect of Trustees indemnity insurance, effected in accordance with Clause 8(z) hereof
- (g) of the usual professional charges for business done by any member of the Charity (or its Board) who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the members of the Charity (or of its Board) benefit under this provision and that a member of the Charity (or of its Board) shall withdraw from any meeting at which their appointment or remuneration or that of their partner is under discussion.

Members

- 10 (a) All persons of the age of 16 and over as are admitted to membership in accordance with the Articles shall be members of the Charity. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the Board may from time to time require.
- (b) As persons under the age of 16 cannot be full members of the Charity then a parent, guardian or other person responsible for their care may become a full member in their stead until they reach the age of 16 years PROVIDED THAT the Board shall have complete discretion as to who between any parent, guardian or other person responsible for their care shall be so registered and Article 11 shall in any event apply in respect of any such application.
- 11 The Board may decline to accept any person as a member of the Charity if they have reason to believe that such person does not have the interests of the Charity at heart or is likely to damage the best interests of the Charity and need not give reasons for so doing. The Board may from time to time prescribe further criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
- 12 (a) The Board may admit to honorary membership such persons (including persons under the age of 16) subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act. The Board may not bestow upon any honorary member the right to vote on any matter.
- (b) The Board may admit to professional membership such persons subject to such rights and obligations as it shall think fit. Such professional members shall not be members for the purposes of the Articles

or the Act and shall not have the right to vote on any matter.

- (c) The Board may admit to corporate membership such persons subject to such rights and obligations as it shall think fit. Such corporate members shall not be members for the purposes of the Articles or the Act and shall not have the right to vote on any matter.

13 Subject to Article 12, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-

- (a) on the expiry of at least seven clear days' notice given by them to the Charity of their intention to withdraw;
- (b) if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid seven days after notice served on the member by the Charity informing them that they will be removed from membership if it is not paid. The Trustees may, in their sole discretion, re-admit to membership any person removed from membership on this ground if they pay such sum in respect of the sum due as the Charity may determine;
- (c) if they become bankrupt or make any arrangement or composition with their creditors generally;
- (d) if, at a meeting of the Board at which not less than half of the Trustees are present (subject to quorum requirements set out in article 63 and the procedure set out in article 13(e) below), a resolution is passed resolving that the member be expelled;
- (e) Such a resolution shall first be proposed subject to a right of appeal whereby the member shall be given not less than fourteen clear days' notice of the fact that the resolution has been proposed, specifying broadly the misconduct or circumstances alleged to justify expulsion, and shall be afforded a reasonable opportunity of being heard by or of making written representations to the Board. If such a resolution as is referred to in this paragraph is then passed, the member shall forthwith cease to be a member but without prejudice to a further right to make representations to the next General Meeting of the Charity in respect of the expulsion and without prejudice to the liability of the member to pay to the Charity any subscription or other sum owed by them.

14 The Board may from time to time levy subscriptions or charges (by whatever name called) on members of the Charity at such rate(s) as it shall determine and may levy the same at different rates on different categories of members as the Board shall from time to time prescribe

Patron

- 15 (a) The Trustees may appoint and remove any person as a patron of the Charity and on such terms as they shall think fit.
- (b) A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Charity and to be given notice thereof as if a member and shall also have the right to receive accounts of the Charity when available to members.

General Meetings

16 The Charity shall hold an Annual General Meeting each year in addition to any other General Meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. The Annual General Meeting shall be held at such times and places as the Trustees shall appoint.

17 General meetings, including Annual General Meetings, may be held physically or virtually via a suitable online provider or as a hybrid meeting permitting either physical or virtual presence at the option of a member, provided that each member attending the meeting, whether present physically or virtually, is given the opportunity to participate in the meeting in the following ways:

- (a) hear the proceedings;
- (b) speak and be heard during the proceedings;
- (c) vote in real time at the meeting on resolutions to be passed.

It is not necessary for a member to be able to see the proceedings.

- 18 The Trustees may call General Meetings and shall decide whether such meeting shall be held physically, virtually or as a hybrid meeting, and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition. 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.

Notice of General Meetings

- 19 An Annual General Meeting and a General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety percent of the total voting rights of all the members.

The notice shall specify the nature of the meeting (i.e. whether physical, virtual or a hybrid meeting), the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be provided to all the members and any patron and to the Trustees and to the Charity's auditors.

The notice of an Annual General Meeting or General meeting of the Charity must be given in at least one or a combination of the following forms:

- (a) in hard copy form,
- (b) in electronic form, or
- (c) by means of a website

When the Charity notifies a member of the presence of the notice on the website the notification must:

- (a) state that it concerns a notice of the Charity's meeting,
- (b) specify the place, date and time of the meeting, and
- (c) The notice must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.

Proceedings at General Meetings

- 20 No business shall be transacted at any meeting unless a quorum is present either physically or virtually or a combination of both when the meeting proceeds to business. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, or one percent of the total membership, whichever is the lesser, shall be a quorum.
- 21 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 22 The Chair, if any, of the Board or in their absence some other Trustee nominated by the Trustees shall preside as Chair of the meeting, but if neither the Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chair and, if there is only one Trustee present and willing to act, they shall be Chair.
- 23 If no Trustee is willing to act as Chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.
- 24 A Trustee shall, notwithstanding that they are not a member, be entitled to attend and speak at any General Meeting.
- 25 The Chair 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

26 A resolution put to the vote of a meeting shall be decided on a show of hands or by electronic vote if the meeting is a virtual meeting or a combination of both if the meeting is a hybrid meeting unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chair; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

27 Unless a poll is duly demanded a declaration by the Chair 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.

28 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands and/or electronic vote declared before the demand was made.

29 A poll shall be taken as the Chair directs and the Chair may appoint scrutineers (who need not be members) 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.

30 In the case of an equality of votes, whether on a show of hands or on an electronic vote or poll, the Chair shall be entitled to a casting vote in addition to any other vote the Chair may have.

31 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question 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.

32 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

33 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

34 A resolution in writing (including email) executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which they were present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of Members

35 On a show of hands including by electronic means every member present in person (physically or virtually) shall have one vote. On a poll every member present in person (physically or virtually) or by proxy shall have one vote.

36 No member may vote on any matter in which they have a personal interest, pecuniary or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person (physically or virtually) or by proxy at the meeting such permission to be given or withheld without discussion.

37 No member shall be entitled to vote at any General Meeting unless all monies presently payable by them to the

Charity have been paid.

38 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

39 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

40 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"I/We,

of

being a member/members of the above named Company, hereby appoint

of

or failing them,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/general meeting of the Company to be held on

20 , and at any adjournment thereof.

Signed on

20 "

41 Where it is desired to afford members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

"I/We, of

being a member/members of the above named Company, hereby appoint

of

or failing them,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/general meeting of the Company to be held on

20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20 ."

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

- (a) be deposited, in tangible form or electronically (if an electronic address is provided in the notice of meeting or in the proxy form), at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) 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; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Number and Qualification of Trustees

- 43 (a) The Board shall be comprised of not more than twelve nor fewer than three Trustees of whom up to nine may be elected, up to two co-opted under Article 59 and one may be nominated under Article 58.
- (b) The Board shall use reasonable endeavours to ensure that at any time there is amongst the Trustees at least one who has suitable healthcare qualifications and specialist knowledge of the Coeliac Condition (such person being ineligible to receive any research grant) provided nonetheless that the institution of which they or she is an employee or consultant or agent may nonetheless receive a grant but only if the Trustee concerned shall take no part in the consideration thereof or voting thereon.

Powers of Trustees

- 44 Subject to the provisions of the Act and these Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 45 Without prejudice to the general powers conferred on it by the Articles, it is hereby expressly declared that the Board shall have the power to establish in the United Kingdom or elsewhere any regional or local groups, branches, councils or committees for such purposes, on such basis and with such powers, rights and duties as the Board may from time to time resolve upon (and vary).

Committees and Sub-Committees

- 46 (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee;
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
- (c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
- (d) The deliberation of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every such committee shall appoint a secretary.
- (e) All delegations under this Article shall be revocable at any time.
- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.

- (g) For the avoidance of doubt the Board may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Board.

47 Subject to any regulations or conditions the Board may impose the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

Health Advisory Council

- 48 (a) The Charity shall have a Health Advisory Council ("HAC") whose function shall be to provide expert advice to the Board in respect of the granting of research grants and such other healthcare advice as the Board may request.
- (b) Unless otherwise determined by Ordinary Resolution the maximum number of HAC members shall be 12 and the minimum number shall be four.
- (c) The Trustees shall by resolution appoint (and may remove) HAC members and on such terms as the Trustees shall think fit PROVIDED THAT the Trustees shall ensure that at least one HAC member with suitable healthcare qualifications and specialist knowledge of the Coeliac Condition shall be on the Board at any time. Save for the circumstances outlined in Article 43(b) the HAC member so appointed will not be entitled to be a recipient of a research grant from the Charity.
- (d) Subject to these Articles or any Board Resolution the HAC may regulate its proceedings as its members shall think fit.

Elected Trustees

- 49 A Trustee shall hold office for a period of 3 years and shall then be subject to re-election in accordance with these Articles and may be re-elected for a further term of 3 years after which they must retire as a Trustee but may be re-elected as a Trustee after an intervening period of at least 1 year.
- 50 At every Annual General Meeting those Trustees who are subject to retirement or re-election shall retire from office.
- 51 Subject to the provisions of article 50, if the Charity, at the meeting at which a Trustee retires or is required to be re-elected, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
- 52 No person other than a Trustee who is retiring shall be elected or re-elected a Trustee at any General Meeting unless:-
- (a) they are recommended by the Trustees; or
- (b) not less than seventy nor more than one hundred clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of their willingness to be appointed or reappointed.
- 53 No person may be elected as a Trustee:
- (a) unless they have attained the age of 18 years; or
- (b) in circumstances such that had they already been a Trustee they would have been disqualified from acting under the provisions of Article 60.
- 54 Not less than seven nor more than sixty clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring, in accordance with these Articles, at the meeting) who is recommended by the Trustees for appointment

or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose them at the meeting for appointment or reappointment as a Trustee. The notice shall include a brief biography of that person.

- 55 Subject as aforesaid, the Charity may by Ordinary Resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
- 56 The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, they shall vacate office at the conclusion thereof.
- 57 Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed for one further consecutive term in office and thereafter (subject to the Trustees powers of co-option set out in Article 59) shall not be entitled to be re-elected to a further term unless and until they or she has remained out of office for the whole period between two Annual General Meetings. If they are not reappointed, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

Nominated Trustee

- 58 The HAC shall nominate one of its members to be a trustee ("Nominated Trustee") and shall have the power to withdraw such nomination. The term and rules for the Nominated Trustee are the same as for an elected Trustee.

Co-opted Trustees

- 59 (a) The Trustees (without distinction) shall (subject to the maximum number of Trustees prescribed by the Articles and sub-clause (c) of this Article) have the power by resolution of co-option of additional Trustees and termination of any co-option on such terms as they may think fit (which they may vary).
- (b) Subject to sub-clause (c) of this Article it shall be permissible for a co-opted Trustee whose period of co-option has ended to be re-co-opted.
- (c) The Trustees may co-opt a person who is unable to be re-elected as an Elected Trustee by virtue of the provisions of Article 49, but only by unanimous resolution.
- (d) Subject to the foregoing and to any other express provision in these Articles Co-opted Trustees shall otherwise have all the powers of Board members.

Disqualification and removal of Trustees

- 60 The office of a Trustee shall be vacated if:-
- (a) they cease to be a Trustee by virtue of any provision of the Act or they become prohibited by law from being a Trustee; or
- (b) they become bankrupt or they make any arrangement or composition with their creditors generally in satisfaction of their debts;
- or
- (c) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (d) they resign their office 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).

Trustees' expenses

- 61 The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or

separate meetings of the holders of debentures of the Charity or otherwise in connection with the discharge of their duties.

Proceedings of Trustees

- 62 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post or email to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 63 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be two.
- 64 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as a quorum the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a General Meeting of the Charity but for no other purpose.
- 65 The members of the Board may appoint one of the Trustees to be the Chair of the Board and another as Vice-Chair and may at any time remove either of them from office. Unless they are unwilling to do so, the Chair, or in the Chair's absence the Vice-Chair, shall preside at every meeting of Trustees at which they are present. But if there is no Trustee holding either office, or if neither is willing to preside or is present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chair of the meeting.
- 66 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 67 A meeting of the Trustees may be validly held notwithstanding that all of the Trustees are not present at the same place and at the same time provided that:
- (a) a quorum of the Trustees at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and
 - (b) a quorum of the Trustees entitled to attend meetings of the Board agree to the holding of the meeting in this manner.
- 68 A resolution in writing signed in hard copy or electronically by all of the Trustees entitled to receive notice of a meeting of the Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.
- 69 The Trustees shall have power to resolve pursuant to article 8(z) to effect Trustees Indemnity Insurance notwithstanding their interest in such policy.

Secretary

- 70 Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Regulations

- 71 The Board shall have power from time to time to make, repeal or alter regulations as to the management of the

Charity and the affairs thereof as to the duties of any officers or servants of the Charity and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with these Articles.

Minutes

72 The Trustees shall cause minutes to be kept for the purpose:-

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any Member or Trustee of the Charity, be sufficient evidence of the proceedings.

The Seal

73 The seal (if any) shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

Accounts

74 The Charity may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

75 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

76 The Charity may give any notice or other document to a Member or Trustee by any combination of:

- a. delivering it by hand to the address recorded for the Member in the register of Members, or Trustee in which case it is treated as being delivered at the time it is handed to or left for the Member;
- b. sending it by post or other delivery service in a prepaid envelope addressed to the Member at an address recorded for the Member in the register of Members, or Trustee, in which case it is treated as being delivered:
 - i. 24 hours after it was posted or other delivery service used, if first class post or delivery service was used; or
 - ii. 72 hours after it was posted or given to delivery agents, if first class post was not used;

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

- (1) properly addressed; and
- (2) put into the post system or given to delivery agents with postage or delivery paid;
- c. faxing to a fax number notified by the Member in writing or by electronic mail to an address notified by the Member or Trustee in writing in which case it is treated as being delivered at the time it was sent; or
- d. publishing such notice or document on a website, the address of which shall be notified to the Member or Trustee in writing in which case it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

- 77 A Member or Trustee whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such Member or Trustee shall be entitled to receive any notice from the Charity.
- 78 A Member or Trustee present, either in person (physically or by electronic means) or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 79 Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an electronic communication was sent or that a notice was displayed on the Charity website, shall be conclusive evidence that the notice was given.

Indemnity

- 80 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

Winding-up

- 81 Every member of the Charity undertakes to contribute to the assets of the Charity if it is wound up during the time that they are a member, or within one year afterwards, for payment of the debts and liabilities of the Charity contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
- 82 If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable organisation(s) having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 9 of these Articles (Application of Income and Property), such organisation(s) to be determined by the members within three months of the members resolution passed initiating the winding-up or dissolution of the Charity, failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Trustees shall resolve upon.