

Minutes of the Annual General Meeting
of
West Berkshire Mencap
held at
The Mencap Centre, Enborne Gate
on
Thursday 14th November 2019

3790942

Present:

| | |
|------------------------------|--------------------|
| Julian Swift Hook - Chairman | Sara Vaughan |
| Paul Pointer - Treasurer | Stephen Luff-Smith |
| Louise Thompson | Gill Leech |
| Tom Rossiter | Graeme Leech |
| Tony Ferguson | Jane Hall |
| Carole Winter | Arthur Heffernan |
| Martin Taylor | Roslyn Baker |
| Margaret Perkin | Michael Andrews |
| Sandra Whitworth | Julie Fowler |
| Caroline Austin | |

Apologies:

| | |
|-----------------|----------------|
| Darren Anderson | Hyacinth Cobb |
| John Stallard | James Holloway |
| Pat Herriman | Linda Veness |

The Chairman welcomed everyone to the meeting and extended his thanks for attending.

1. Apologies & Declarations of Interest

The apologies were read out as listed above followed by the Chairman confirming that the meeting was quorate.

Declarations of interest:

Paul Pointer's wife is a volunteer at Bubble Club
Louise Thompson's Daughter is a Service User.
Caroline Austin's Son is a Service User

2. Minutes

The Chairman asked if there were any comments on the accuracy of the Minutes from the last AGM meeting held on 15th November 2018 – none were raised.

It was proposed by Gill Leech, seconded by Steve Luff-Smith and agreed by those present, with the exception of one attendee who abstained due to not being present at the previous meeting, that these minutes be approved and sign as a true record of the 2018 AGM.

3. Matters Arising

No Matters Arising

West Berkshire Mencap

In Strictest Confidence



A25 *A8KYALZY*

23/12/2019

COMPANIES HOUSE

#188

4. Treasurer's Report and Adoption of the Annual Accounts

Paul Pointer acknowledged that whilst it has been another tough financial year for West Berkshire Mencap we had in fact done better than we thought and ended with a surplus of around £30,000.00 due in no small part to the two Race Days held in that financial year.

Our turnover has increased by £400,000.00 bringing our total to £2.6 million which stands us in good stead going forward.

75% of our costs are staff team who are extremely important to us and very much valued.

Free reserves are down a little for the everyday things due mainly to West Berkshire Council delaying payments to us but this improved somewhat at the start of the new financial year.

We have assets of £1.5 million which includes approximately £600,000.00 in buildings and equipment which are used to provide the services and aren't easy to liquidate and spend. £600,000.00 of cash in the banks and at the end of the period there was £500,000.00 of monies owed to us from agencies for services provided so not actually monies that we have.

The budget for the financial year 2019 / 2020 is looking somewhat tight and we will have just one Race Day this year so the pre-budget is currently showing a small deficit but it doesn't look like we will have a loss in income or a need to cut any services and we would hope to improve on this small shortfall.

Paul wished to minute his thanks to Kerry and the Finance Team for a full clean audit again this year which was carried out by Crowe UK.

Tom Rossiter gave a vote of thanks to the Treasurer

It was proposed by Paul Pointer, seconded by Graeme Leech and agreed by all present that the accounts before us be adopted as the annual accounts for 2018/2019.

5. Chairman's Report

Julian left those present to read through his report at leisure however there were some points he wished to cover during the meeting.

It has been a very interesting and challenging year for West Berkshire Mencap with Leila Ferguson deciding to leave to pursue other opportunities and took the opportunity to formally record our thanks to Leila Ferguson for her commitment to West Berkshire Mencap and for her 23 years of service.

Following Leila's departure the Board of Trustees asked the two Deputy CEO's, Tony Ferguson and Jane Hall, to take on the role of Acting Joint CEO's whilst they sought to recruit a new CEO.

Julian requested our thanks to both Tony and Jane be placed on record for their work during this period along with all the staff who supported them and as a team kept West Berkshire Mencap moving forwards.

Julian was delighted to introduce Sara Vaughan who after a very long and rigorous process had been appointed as our new CEO and Sara joined us on the 4th November.

The annual report celebrates the successes we have had here at West Berkshire Mencap and generally speaking we can all be very proud around how well West Berkshire Mencap has done this year.

On behalf of the Trustees Julian wished for the hard work and dedication of the staff and volunteer teams to be formally recognised and to thank them all for the high quality of service provided to the vulnerable people we support.

Finally, Julian thanks his fellow Trustees for all of their support both to him as Chairman and the Charity as a whole.

Julian invited Sara Vaughan to say a few words:

Sara stated that she is very pleased to join West Berkshire Mencap and is incredibly impressed by what she has seen, the staff she has met and the work going on. Sara feels very privileged to join the organisation and comes from a background in the voluntary sector having worked with Victim Support, RSPCA, Home Start, SCOPE and Relate which has enabled her to have a lot of contacts and joint working with service users who had learning disabilities which is an area she feels very passionately about. She is excited to build on the developments thus far achieved in the organisation and to do more.

Julian shared the excitement of Sara's arrival with his fellow Trustees and they too are looking forward to future developments.

6. Adoption of revised Memorandum and Articles of Association

Tony Ferguson advised that in 2016 the Memorandum and Articles were not filed with Companies House and with the Charity Commission and the wording on the version submitted was not 100% in line with that agreed by the Charity Commission

The main change was to the charitable objects which now read as follows:

'The relief of people who are in need by reason of their disability, (with an emphasis, priority and focus on the relief of people with a learning disability, their families, dependants and carers), by the provision of services, support and information, leading to independent living opportunities and / or improved life chances, and also by challenging discrimination through campaigning, lobbying and promoting user representation.'

The Memorandum and Articles need to be formally adopted at this meeting and then resubmitted to the Charity Commission. There are no changes to these from the version tabled at the meeting in 2016 and this is a procedural matter.

It was proposed by Julia Swift-Hook, seconded by Tom Rossiter and agreed by all present that the Memorandum and Articles be formally adopted and submitted to the Charity Commission.

7. Election

Julian advised that we had received nominations for Chairman, Treasurer and Vice Chairman and for 6 Trustees which is fundamentally the same Board that has been serving you for the last several years and nominated to serve you in the coming year.

| | |
|---------------|--------------------|
| Chairman | Julian Swift-Hook |
| Vice Chairman | Paul Pointer |
| Treasurer | Paul Pointer |
| Trustee | Darren Anderson |
| Trustee | Gill Leech |
| Trustee | Stuart Durrant |
| Trustee | Tom Rossiter |
| Trustee | Stephen Luff Smith |
| Trustee | Louise Thompson |

There were no objections from those present.

In addition to the above Graeme Leech has accepted a nomination to be our President for the coming year and we are very grateful to Graeme for accepting the nomination and in advance for the contribution that he will no doubt be making to West Berkshire Mencap over the coming year.

Graeme thanked Julian for his kind words and stated that he was very much looking forward to being our President. Graeme has been supporting West Berkshire Mencap for several years and is happy for members, staff and clients to let him know how he can support them in the coming year.

Graeme added that he would step aside as President if his and our good friend Arthur Heffernan wished to take this role on once again.

Julian thanked Arthur for his past support and Arthur was happy to step aside for Graeme.

Julian presented Graeme with his Presidential Medal.

All present agreed to the re-election of the present Executive Committee and the new President.

8. Appointment of Auditors

Julian Swift-Hook asked the Treasurer, Paul Pointer, for his view on the appointment of the auditors.

Paul confirmed that we have used Crowe UK for many years and proposed that we re-appoint them for this year, however Paul believes its prudent to have a look at the market place to check that their fees remain competitive.

The appointment of Crowe UK as Auditors for West Berkshire Mencap was proposed by Paul Pointer, seconded by Julian Swift-Hook and unanimously agreed by all.

9. AOB

Mr Arthur Heffernan wished it to be noted that he received a letter from West Berkshire Mencap thanking him for becoming a member and for his continued contribution in years to come. Mr Heffernan has been a member since 1983 and isn't sure how many more years we thought he would go on for. Julian stated that we very much appreciate his membership and we sincerely hope that he will be a member for many more years. Julian explained that a letter had gone out with the membership renewals explaining that the membership arrangements had been out of kilter with the our financial year and there were some discrepancies that needed to be resolved but took on board Arthur's thoughts and gave his apologies if Mr Heffernan found the letter in anyway demeaning.

Mr Martin Taylor requested that the number of cakes and biscuits on offer to his Son when he attends Link Up and Furniture Project is reduced as it is causing issues, especially as his Son has Downs Syndrome and is prone to weight gain which is not in his best interests. Jane Hall addressed these comments by advising that apart from special occasions, such as Birthdays, the only food on offer at Link Up is fruit and it may be worth checking with the other service (not run by West Berkshire Mencap) that his Son attends to clarify what they have on offer. Mr Taylor was apologetic and Julian asked Jane Hall to liaise with Kelvin at the Furniture Project.

Mrs Carol Winter - stated that she thought an announcement about the new CEO would have been made sooner and she was reassured that there will be a press release in the week of the 18th November.

Mr Michael Andrews – is concerned that West Berkshire Council are trying to take over Deputyship of his Son's finances when his Son lives in a West Berkshire Council supported living unit and he felt this was wholly inappropriate. Jane Hall spoke with Mr Andrews and will put him in touch with our Family Advisor Service who would be more than happy to support him moving forwards.

Julian thanked all present for attending the AGM and for their contribution which is very much appreciated.

Meeting closed at 19.05hrs

Memorandum and Articles of Association

for West Berkshire Mencap 3790942

| | |
|-------------------------|---------------|
| affiliated group | mencap |
|-------------------------|---------------|

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
WEST BERKSHIRE MENCAP 3790942

Each subscriber to this memorandum of association wishes to form a company and agrees to become a member of the company.¹

[Signatures²,] names and addresses of Subscribers

[Signature:]

Name:

Address:

Date:

WITNESS to above signature:

[Signature:]

Name: PAUL PONTIER

Address: 17 CHERTON CLOSE, NEWBURY, BERKS RG14 7JT

Occupation: ACCOUNTANT - FCCA

J.M. SWIFT, HODGE
12 WALWICK DRIVE
NEWBURY RG14 7TS
14 NOV 2009

£1

¹ If amending the Memorandum of an existing charitable company, the provisions relating to name, registered office, objects, powers, benefits to members and trustees, limitation of liability and winding up should be moved to the Articles, since from 1st October 2009 they will be deemed to be repeated in the Articles.

² If amending the Memorandum of an existing charitable company, no signatures are required. The names of the original subscribers should be included here.

[Signature:]

£1

Name:

Address:

Date:

WITNESS to above signature:

[Signature:]

Name:

Address:

Occupation:

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WEST BERKSHIRE MENCAP 3790942

INTERPRETATION

1. In these Articles the following terms shall have the following meanings:

| Term | Meaning |
|----------------------------|--|
| 1.1 "address" | includes a number or address used for the purposes of sending or receiving documents by electronic means |
| 1.2 "Articles" | these Articles of Association of the Charity |
| 1.3 "the Chair" | the Chair of the Charity for the time being appointed in accordance with Articles 82 to 83 |
| 1.4 "circulation date" | in relation to a written resolution, has the meaning given to it in the Companies Acts |
| 1.5 "Charity" | West Berkshire Mencap |
| 1.6 "clear days" | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| 1.7 "Companies Acts" | has the meaning given to it in section 2 of the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force |
| 1.8 "Conflict of Interest" | any direct or indirect interest of a Executive Committee member (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the |

interests of the Charity

- | | | |
|------|--|--|
| 1.9 | "electronic form" and "electronic means" | have the meanings respectively given to them in the Companies Act 2006 |
| 1.10 | "Executive Committee" | the board of directors of the Charity (as defined in the Companies Acts) for the time being |
| 1.11 | "hard copy" and "hard copy form" | have the meanings respectively given to them in the Companies Act 2006 |
| 1.12 | "Hour" | any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England. |
| 1.13 | "the Honorary Officers" | means the Chair, one or more Vice-Chair, the Treasurer and such other officers as the Charity may decide as may be appointed under Articles 82 to 83 |
| 1.14 | "Memorandum" | the Memorandum of Association of the Charity |
| 1.15 | "Office" | the registered office of the Charity |
| 1.16 | "Royal Society" | The Royal Mencap Society with charity number 222377 |
| 1.17 | "the Secretary" | the secretary of the Charity (if any) for the time being appointed in accordance with Article 84 |
| 1.18 | "the Treasurer" | the treasurer of the Charity for the time being appointed in accordance with Articles 82 to 83 |
| 1.19 | "the Vice Chair(s)" | the Vice Chair(s) of the Charity for the time being appointed in accordance with Articles 82 to 83 |
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the Charity.
3. **Name**
- The name of the company (hereinafter called "the Charity") is West Berkshire Mencap
4. **Office**
- The registered office of the Charity will be situate in England and Wales.

5. Objects

The objects of the Charity are:

The relief of people who are in need by reason of their disability, (with an emphasis, priority and focus on the relief of people with a learning disability, their families, dependants and carers), by the provision of services, support and information, leading to independent living opportunities and / or improved life chances, and also by challenging discrimination through campaigning, lobbying and promoting user representation.

6. Powers

In order to attain its objects but not for any other purpose the Charity may (but need not):

- 6.1 increase public awareness and understanding of the abilities of people with a learning disability, their problems and needs and those of their families, dependants and carers in order to assist their integration in society;
 - 6.2 encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities (particularly within the geographical vicinity of the Charity) and also between them and other agencies and individuals who work for and with them;
 - 6.3 assist and promote the Royal Society, its members and groups (taking into account the work and resources of the Charity) in order to achieve mutual or similar objects;
 - 6.4 co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Charity or of similar charitable objects and exchange information and advice with them;
 - 6.5 raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds the Charity shall not undertake any permanent activities of a trading nature except those allowed by charity law;
- ¹For example, running a shop selling donated goods is not considered trading in Charity Law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law.
- 6.6 invest the money of the Charity not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
 - 6.7 employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Executive Committee shall decide provided that no paid member of staff shall be a member of the Executive Committee;
 - 6.8 appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Executive Committee shall think fit;

- 6.9 borrow or raise money in such manner and upon such terms as the Charity shall think fit and may, for the purpose of securing any debt or other obligation of the Charity, mortgage or charge all or part of the property of the Charity;
- 6.10 buy, take on lease or in exchange any buildings and/or land and maintain and equip such buildings and/or land for use and sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law;
- 6.11 undertake or accept any trusts or obligations;
- 6.12 Notwithstanding their interest in such a policy, provide indemnity insurance to cover the liability of the members of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, including without limitation any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - 6.12.1 any liability to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - 6.12.2 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
 - 6.12.3 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or
 - 6.12.4 in relation to any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Executive Committee member's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and
- 6.13 do all such other lawful things as shall further the attainment of the objects of the Charity.
- 7. The income and property of the Charity shall be applied solely towards the promotion of its objects set out in Article 5. No part shall be paid or transferred directly or indirectly to any member of the Charity or to any Executive Committee member except for payment in good faith of:

- 7.1 reasonable and proper wages to any employee (not being an Executive Committee member) for any services given to the Charity and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Charity;
- 7.2 interest on money lent to the Charity at a reasonable and proper rate per annum;
- 7.3 reasonable and proper rent for premises let to the Charity;
- 7.4 fees, or other benefits to any company of which a member of the Executive Committee is also a member holding not more than 1/100th part of the capital;
- 7.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 6.12;
- 7.6 any payments made to any Executive Committee member or officer under the indemnity provisions set out at Article 98;
- 7.7 any payments made to any member or Executive Committee member in their capacity as a beneficiary of the Charity

provided that the procedure described in Article 80 (Conflicts of Interest) must be followed in relation to any decisions regarding the provision of any payments, services or other benefits to any Executive Committee members or their relatives.
- 7.8 For any transaction authorised by Articles 7 or 8, the Executive Committee member's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Articles 7 or 8 have been complied with.
- 8. Subject to Article 7 and Articles 80 to 81 of the Articles, except with the prior written approval of the Charity Commission, no member of the Executive Committee may:
 - 8.1 receive any benefit in money or in kind from the Charity; or
 - 8.2 have a financial interest in the supply of goods or services to the Charity; or
 - 8.3 acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).
- 9. The liability of the members is limited.
- 10. Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:

- 10.1 for the payment of the Charity's debts and liabilities contracted before he or she ceased to be a member;
- 10.2 for the costs, charges and expenses of winding up; and
- 10.3 for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.

MEMBERSHIP

11. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity.
12. Membership of the Charity shall be open to all people (whether with or without a learning disability) who declare their support for and are in sympathy with the objects stated in Article 5.
13. Membership shall be granted to those individuals who submit an application in a form prescribed by the Executive Committee provided that applicants meet the membership criteria contained in Article 12 above and pay any subscriptions or payments required under Article 14 below. Membership lists may, however, be closed at the Executive Committee's discretion if facilities for members would otherwise become inadequate.
14. The Executive Committee may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.
15. A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Executive Committee). Entry in that list shall be conclusive evidence that any person is or is not a member.
16. Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
17. The Executive Committee may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a relative, friend or advocate (if wished), before a final decision is made.
18. The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Executive Committee or who has failed without good reason to pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.

19. Family subscriptions may be approved by the Executive Committee. The list of members will be marked to show the voting rights of each family member once the first subscription, if any, has been paid. Families shall mean members of a household living at one address and may, at the discretion of the Executive Committee, include group homes.
20. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

Annual General Meeting

21. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. Where possible the annual general meeting shall be held in the month of November in each year or as soon as practicable thereafter. It shall be held at such time and place as the Executive Committee shall think suitable.

Other General Meetings

22. The Executive Committee may call a general meeting at any time. The Executive Committee shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of Notice

23. Unless Article 24 applies, general meetings shall be called by at least 14 clear days' written notice unless the Companies Acts require a longer notice period.
24. A general meeting may be called by shorter notice if it is so agreed:
 - 24.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - 24.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.
25. A general meeting for the purpose of considering a proposal that a member of the Executive Committee should be removed from office may be called by a majority of the Executive Committee (excluding the member whom it is proposed should be removed). (For the avoidance of doubt Article 22 shall apply to such meeting.) At least 28 days' notice of such meeting must be given to the Executive Committee member whom it is proposed should be removed. The Executive Committee member concerned shall have the right to be heard either in writing or in person at the general meeting.

Contents of Notice

26. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting. Every notice of an annual general meeting shall invite nominations for election to the Executive Committee at the annual general meeting from the members.

Service of Notice

27. Notice of general meetings shall be given to every member and to the Executive Committee and to the auditors of the Charity. Notice shall be served in accordance with Articles 92 to 97.

PROCEEDINGS AT GENERAL MEETINGS

28. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum, provided that if the Charity shall have less than twenty members, fifty percent of the membership shall be a quorum..
29. 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 Executive Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
30. Before any business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. At subsequent and other general meetings the Chair, if any, of the Executive Committee shall preside as chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the persons present shall choose one of their number to be chair of the meeting save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.
31. 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.

Poll

32. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll or a secret ballot is duly demanded. Subject to the provisions of the Companies Acts, a poll or a secret ballot may be demanded:

32.1 by the chair; or

32.2 by one third of the members present in person or by proxy and having the right to vote at the meeting; or

32.3 by at least five members present in person and by proxy and having the right to vote at the meeting; or

32.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

32.5 in the case of the election of the Honorary Officers and other Executive Committee members, by one of the members present in person or by proxy and having the right to vote.

(Postal voting is not allowed.)

33. Unless a poll or secret ballot 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.

34. A poll or secret ballot shall be taken at the meeting as the chair directs. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.

35. The proceedings at any meeting or on the taking of any poll or secret ballot shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes of members

36. On a show of hands every person aged 18 or over present and entitled to vote shall have a maximum of one vote. On a poll or secret ballot every member aged 18 or over present in person or by proxy shall have one vote. In the case of family subscriptions each family member aged 18 or over present in person or by proxy shall have one vote.

37. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
38. No member shall be entitled to vote:
- 38.1 at any general meeting unless all monies presently payable by him or her to the Charity have been paid; or
- 38.2 on any matter in which he or she has a direct or indirect interest (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity in respect of that matter without the permission of the majority of the members present in person or by proxy.
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 binding.

Proxies

40. The appointment of a proxy 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 Executive Committee may approve):-

"West Berkshire Mencap

[Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Charity to be held on [date], 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 | *abstain | *as the proxy thinks fit |
| Resolution No 2 | *for | *against | *abstain | *as the proxy thinks fit |
| All other resolutions properly put to | *for | *against | *abstain | *as the proxy thinks fit |

| | | | | |
|-------------|--|--|--|--|
| the meeting | | | | |
|-------------|--|--|--|--|

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:....."

41. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 41.1 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
 - 41.2 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.
42. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Executive Committee may:
 - 42.1 in the case of an instrument in writing be deposited 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 at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 42.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
 - 42.2.1 in the notice convening the meeting; or
 - 42.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting; or
 - 42.2.3 in any invitation to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic means

be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 42.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or
 - 42.4 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 (if any) or to any Executive Committee member

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

43. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
44. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office of the Charity or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
45. An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

Annual General Meeting

46. At each annual general meeting:
 - 46.1 The Executive Committee shall present the report and accounts of the Charity for the preceding year.
 - 46.2 An independent qualified auditor or independent examiner shall be appointed for the following year.
 - 46.3 Nominations for election to the Executive Committee shall be considered and voted upon.
 - 46.4 The meeting may also transact such other business as may be brought before it.

WRITTEN RESOLUTIONS

47. Subject to Article 49, a written resolution of the Charity passed in accordance with these Articles 47 to 53 shall have effect as if passed by the Charity in general meeting:
- 47.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
- 47.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
48. In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
49. A members' resolution under the Companies Acts removing an Executive Committee member or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
50. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. *Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.*
51. A member signifies their agreement to a proposed written resolution when the Charity receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 51.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.
- 51.2 If the document is sent to the Charity by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Charity or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement or if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means.
52. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
53. A proposed written resolution lapses if it is not passed within 56 days beginning with the circulation date.

EXECUTIVE COMMITTEE

Number of members of the Executive Committee

54. Unless otherwise decided by ordinary resolution the maximum number of members of the Executive Committee shall be twelve.

Powers of the Executive Committee

55. Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Executive Committee who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Executive Committee by the Articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
56. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

Regulations

57. The Executive Committee shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Executive Committee or any committee and as to any of the matters or things within the powers or under the control of the Executive Committee provided that such regulations shall not be inconsistent with the Articles.

Delegation of the Executive Committee's powers

58. The Executive Committee may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- 58.1 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); and
- 58.2 each such committee shall comprise at least three or more persons (the majority of whom must be members of the Executive Committee) and subject thereto shall be entirely in the discretion of the members of the Executive Committee; and
- 58.3 the deliberations of any such committee shall be reported regularly to the members of the Executive Committee and any resolution passed or decision taken by any such committee shall be reported forthwith to the members of the Executive Committee and for that purpose every committee shall appoint a secretary; and

- 58.4 all delegations under this Article shall be revocable at any time; and
- 58.5 the members of the Executive Committee may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
59. For the avoidance of doubt, the members of the Executive Committee may (in accordance with Article 58) 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 member of the Executive Committee, 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 members of the Executive Committee.
60. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Executive Committee so far as the same are applicable and are not superseded by any regulations made by the Executive Committee.

Appointment and retirement of members of the Executive Committee

61. The first members of the Executive Committee shall be the subscribers to the Memorandum.
62. The Executive Committee shall consist of the following persons, any of whom may have learning disabilities:
- (i) the Honorary Officers for the time being
 - (ii) 8 members of the Charity who shall be elected at an Annual General Meeting and
 - (iii) co-opted members (who may but need not be members of the Charity) being persons having a special interest in and qualifications for furthering the work of the Society appointed in accordance with Article 68.
63. At the end of each annual general meeting all the members of the Executive Committee shall retire from office but they may be re-elected or re-appointed.
64. If a vacant position on the Executive Committee is not filled through election or re-election at the Annual General Meeting the following provisions apply:
- 64.1 If the position is that of an Honorary Officer the person who has retired under Article 63 shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
- 64.2 If the position is not that of an Honorary Officer the individuals in the same sub-category of membership of the Executive Committee under Article 62(ii) who have retired under Article 63 shall be deemed re-appointed unless the meeting resolves that he/she/they should not be deemed re-appointed or

he/she/they are not willing to act. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Executive Committee, and if any have served for the same period of time, the order of priority shall be determined by lot.

64.3 This Article 64 does not apply to appointments by the Executive Committee under Article 68.

65. Subject to Article 64 no person shall be appointed or re-appointed a member of the Executive Committee at any general meeting:

65.1 unless he or she has been nominated by one or more members by written nomination delivered to the Secretary at least seven days before the date appointed for the meeting, together with notice executed by the nominee of his or her willingness to be appointed or reappointed, provided that if no nominations for a particular vacancy are made within that period, nominations for the vacancy shall be accepted at the meeting; and

65.2 until he or she has signed in the minute book of the Executive Committee a declaration of willingness to act as a member of the Executive Committee².

²The purpose of this requirement is to ensure that individual Executive Committee members are aware of their duties and powers as contained in the Articles and that they are charity trustees.

66. No person may be appointed as a member of the Executive Committee:

66.1 unless he or she has attained the age of 18 years; or

66.2 in circumstances such that, had he or she already been a member of the Executive Committee, he or she would have been disqualified from acting under the provisions of Article 70.

67. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee.

68. The Executive Committee may at any time appoint a co-opted member to fill a vacancy provided that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Article 73 and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.

69. Members of the Executive Committee appointed at an annual general meeting shall take office from the end of that meeting.

Disqualification and removal of members of the Executive Committee

70. The office of a member of the Executive Committee shall be vacated if he or she:
- 70.1 ceases to be a member of the Executive Committee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a member of the Executive Committee; or
 - 70.2 is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);³
- ³For example, running a shop selling donated goods is not considered trading in Charity Law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law
- 70.3 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;
 - 70.4 is absent without the permission of the Executive Committee from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Executive Committee resolve that his or her office be vacated;
 - 70.5 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect); or
 - 70.6 if he or she is removed from office by resolution of a general meeting called under Article 25, provided that pending the holding of such general meeting a majority of the other members of the Executive Committee shall have power to suspend the Executive Committee member from office by written notice served on him or her. If the Executive Committee member is not removed from office at the general meeting his or her suspension will cease.

Expenses of members of the Executive Committee

71. The members of the Executive Committee may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Executive Committee or committees of members of the Executive Committee or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Charity or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF EXECUTIVE COMMITTEE⁴

⁴The Committee forms the charity trustees of the Charity and, therefore, has the duties contained in Charity Law as well as in its constitution. All trustees need to be aware of these duties. Guidance on them is available from the Charity Commission.

72. Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit.

73. The Executive Committee shall hold at least four quarterly ordinary meetings each year. At least seven days notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
74. Notice of Executive Committee meetings shall be given in accordance with Articles 92 to 97.
75. There shall be a quorum when at least three members of the Executive Committee are present at a meeting.
76. The continuing Executive Committee members or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members falls to less than three the continuing Executive Committee member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
77. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
78. The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
79. All acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a member of the Executive Committee shall, even if afterwards discovered that there was a defect in the appointment of any member of the Executive Committee 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 member of the Executive Committee and had been entitled to vote.
80. Conflicts of interest

Declaration of interests

- 80.1 Unless Article 80.2 applies, a member of the Executive Committee must declare the nature and extent of:
- 80.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and

80.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.

80.2 There is no need to declare any interest or duty of which the other members of the Executive Committee are, or ought reasonably to be, already aware.

Participation in decision-making

80.3 If a member of the Executive Committee's interest or duty cannot reasonably be regarded as likely to give rise to a Conflict of Interest with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter.

80.4 If a member of the Executive Committee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a Conflict of Interest with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

80.4.1 the decision could result in the member of the Executive Committee or any person who is connected with him or her receiving a benefit other than:

- (a) any benefit received in his or her capacity as a beneficiary of the Charity (as permitted under Article 7.7) and which is available generally to the beneficiaries of the Charity;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 6.12;
- (c) payment under the indemnity set out at Article 98; and
- (d) reimbursement of expenses in accordance with Articles 7.1 and 71; or

80.4.2 a majority of the other members of the Executive Committee participating in the decision-making process decide to the contrary

in which case he she or it must comply with Article 80.5.

80.5 If a member of the Executive Committee with a Conflict of Interest is required to comply with this Article 80.5, he or she must:

- (a) take part in the decision-making process only to such extent as in the view of the other members of the Executive Committee is necessary to inform the debate;
- (b) not be counted in the quorum for that part of the process; and
- (c) withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

80.6 Where a member of the Executive Committee or person connected with him or her has a Conflict of Interest and the member of the Executive Committee has complied with his or her obligations under these Articles in respect of that conflict:

80.6.1 the member of the Executive Committee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

80.6.2 the member of the Executive Committee shall not be accountable to the Charity for any benefit (other than one expressly prohibited by or under these Articles) which he or she or any person connected with him or her derives from any matter or from any office, employment or position.

Register of interests of members of the Executive Committee

81. The Executive Committee shall cause a register of interests of Executive Committee members to be kept.

GENERAL

Honorary Officers

82.1 The Honorary Officers shall consist of a Chair, one or more Vice-Chair, a Treasurer, and such other officers as the Charity may decide.

82.2 The Honorary Officers shall be elected from the membership at the annual general meeting in accordance with these Articles and shall hold office from the end of the annual general meeting at which they are elected until the next annual general meeting, when they shall be eligible for re-appointment, subject to 82.3

82.3 With effect from the date of adoption of these Articles of Association, the Chair may not hold office for more than five consecutive terms.

83. Subject to Article 82, the Executive Committee may appoint a person who is willing to act to be an Honorary Officer, either to fill a vacancy or as an additional Honorary Officer, provided that the appointment does not cause the number of Honorary Officers to exceed any number fixed by or in accordance with the Articles as the maximum number of Honorary Officers. An Honorary Officer so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

Secretary

84. A Secretary may be appointed by the Executive Committee for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 84.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 84.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to an Executive Committee member, or a person authorised generally or specifically in that behalf by the Executive Committee.

Patron, President and Vice-President

85. Patrons, a President and Vice-President(s) may be appointed by the Charity. Any such appointments shall be decided by the membership at any general meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Charity. A person so appointed shall also not be eligible to stand for election to the Executive Committee at an annual general meeting but may be co-opted as an Executive Committee member by the Executive Committee in accordance with these Articles.

Affiliation

86. The Charity shall seek affiliation to the Royal Society in accordance with the Articles of Association of the Royal Society and during affiliation the Charity will observe the terms of affiliation for affiliated members published by the Royal Society from time to time.

Minutes

87. The Executive Committee shall cause minutes to be made in a permanent form in books kept for the purpose:
- 87.1 of all appointments of officers made by the Executive Committee; and
- 87.2 of all proceedings at meetings of the Charity and of the Executive Committee, and of committees of the Executive Committee, including the names of the members of the Executive Committee 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 members of the Executive Committee of the Charity, be sufficient evidence of the proceedings.

Accounts and Reports

88. 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.
89. The Executive Committee shall comply with the requirements of the Companies Acts and of the Charities Act 1993^s (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

^sGuidance can be obtained from the Charity Commission on these obligations. Their extent depends on the income of the Charity in each financial year.

- 89.1 annual reports;
- 89.2 annual returns;
- 89.3 annual statements of account.

Amendments

90. Notwithstanding the other provisions of these Articles:
- 90.1 No amendments may be made to Articles 3 (name), 5 (objects), 8 (Executive Committee members not to be personally interested), 86 (affiliation), 99 (dissolution) or to this Article 90 without the prior consent in writing of the Charity Commission;
- 90.2 No amendment may be made which would have the effect of making the Charity cease to be a charity at law; and
91. The Executive Committee must promptly send to the Royal Society's Secretariat or other office, as requested by it, a copy of any amendment made to the Memorandum and/or Articles.

Communications by and to the Charity

92. Subject to the provisions of the Companies Acts and these Articles:
- 92.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;
- 92.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

- 92.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.
93. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Charity's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:
- 93.1 a member 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 him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity; and
- 93.2 the Charity is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
94. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
- 94.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or
- 94.2 in the case of documents in electronic form, by sending them by electronic means:
- 94.2.1 to an address notified to the members for that purpose; and
- 94.2.2 from an address previously notified to the Charity by the member for the purpose of sending and receiving documents and information.
95. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
96. Where a document or information is sent or supplied under the Articles:
- 96.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 96.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day

on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

96.3 by means of a website, service or delivery shall be deemed to be effected when:-

96.3.1 the material is first made available on the website; or

96.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

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

97.1 if the document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

97.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.

97.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

98. Without prejudice to any indemnity to which a Executive Committee member may otherwise be entitled, every Executive Committee member of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Winding-up

99. If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to the Royal Society upon trust for people with learning disabilities (and those amongst their families, dependants and carers in need) in accordance with the Society's/Club's wishes and subject thereto for the general charitable purposes of the Royal Society.