

Company Number: 04618713  
Charity Commission Charity Number: 1097271  
OSCR Charity Number: SC037998

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

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**ARTICLES OF ASSOCIATION**

**of**

**BRITISH SAFETY COUNCIL**

**Incorporated on 16 December 2002**

**Amended by Special Resolutions on 13 March 2003, 30 October 2007, 28 November 2008, 8 December 2010, 19 April 2011 and 25 October 2011**

**Special Resolution changing name from British Safety Council Services to British Safety Council dated 28 November 2008**

**Amended by Ordinary Resolution on 30 January 2023**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF BRITISH SAFETY COUNCIL**

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**Interpretation**

1 In these articles:

“the Act” means the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof time to time;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity;

“the Board” means the board of Directors of the charity, the members of which are the trustees of the charity;

“the Charities Act” means the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

“the charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means a period excluding:

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

“the Commission” means the Charity Commission for England and Wales;

“Company 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;

“the memorandum” means the memorandum of association of the charity;

“the Office” means the registered office of the charity;

“officers” includes the Directors and the Company Secretary;

“OSCR” means the Office of the Scottish Charity Regulator;

“sustainable development” means development which meets the needs of the present without compromising the ability of the future generations to meet their own needs;

“Taxable Trading” carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to United Kingdom corporation tax;

“the Directors” means the directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“the United Kingdom” means Great Britain and Northern Ireland;

“in writing” means written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible); and

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

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act.

The company’s name is BRITISH SAFETY COUNCIL (and in this document it is called “the charity”).

2 The charity’s registered office is to be situated in England.

3 The charity’s objects (“the Objects”) are to promote for the public benefit:-

(1) the health and safety of people and the general public and the prevention of accidents, injury and disease;

(2) the protection of people and property from, and the prevention and solution of, criminal acts;

(3) environmental protection and improvement;

(4) sustainable development by

(a) the preservation, conservation and protection of the environment and the prudent use of resources, and

(b) the promotion of sustainable means of achieving economic growth and regeneration,

by any means including educating people (which for these purposes shall include firms, companies and other organisations resident in and/or carrying on business in the United Kingdom or elsewhere) and disseminating useful knowledge and information about measures, methods, precautions and best practice for ensuring such ends.

4 (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):

(a) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including by carrying on trade in the United Kingdom but not by means of Taxable Trading, or by carrying on trade outside the United Kingdom provided such trade is for the purpose of actually carrying out the Objects;

- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects and to transfer to or to purchase or otherwise acquire from any organisation, all or part of the property or funds of such organisation in furtherance of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 5 and provided it complies with the conditions in that clause;
  - (j) to:
    - (i) deposit or invest funds and to invest money;
    - (ii) employ a professional fund-manager; and
    - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in sub article 4(2) of this Article, but subject to the restrictions specified in sub article 4(3) of this Article;
  - (l) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the charity or

jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

- (m) to make awards either alone or jointly with other bodies or organisations to individuals and organisations relating to the promotion of safety;
- (n) confer, consult, communicate and disseminate information on any material (free of charge or otherwise) to other bodies having similar objects relating to the promotion of safety;
- (o) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (p) publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- (q) promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- (r) provide or procure the provision of counselling and guidance, education, training, consultancy, advice, support, grants, scholarships, awards or materials in kind;
- (s) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies by campaigning, and to the extent permitted by law, political activities, provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
- (t) provide and assist in the provision of money, materials or other help;
- (u) to assist in the establishment of Neighbourhood Watch schemes and encouragement of greater public participation in prevention and solution of crime;
- (v) to research new techniques in crime prevention and publish and implement the useful results of such research;
- (w) to educate people (which for these purposes shall include firms, companies and other organisations resident in and/or carrying on business in the United Kingdom or elsewhere) and disseminating useful knowledge and information about measures, methods, precautions and best practice for ensuring such ends;
- (x) distributing those course materials to training organisations, arranging and carrying out examinations of candidates, marking exam papers, passing candidates who achieve the requisite pass mark and making awards to successful candidates;
- (y) disseminating know-how, experience and other information gained from persons, firms, companies and other organisations to whom awards are

made in respect of the measures, methods and precautions they take to promote safety;

- (z) the preservation, conservation and protection of the environment and the prudent use of resources;
- (aa) the promotion of sustainable means of achieving economic growth and regeneration;
- (bb) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- (cc) to do all such other lawful things as are necessary for the achievement of the Objects.

(2) The liabilities referred to in sub article 4(1)(k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
- (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-article 4(2)(a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
- (iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.

- (b) There is excluded from sub article 4(2)(b) any liability to make such a contribution where the basis of the Director'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.

5 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

- (2) (a) A Director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) Subject to the restrictions in sub article 5(4), a Director may benefit from trustee indemnity insurance cover purchased at the charity's expense.

- (c) A Director may receive an indemnity from the charity in the circumstances specified in Article 59.
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Director receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- (4) No Director may:
  - (a) buy any goods or services from the charity;
  - (b) sell goods, services, or any interest in land to the charity;
  - (c) be employed by, or receive any remuneration from the charity;
  - (d) receive any other financial benefit from the charity; unless:
    - (i) the payment is permitted by sub article 5 of this Article, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the charity or;
    - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5)
  - (a)
    - (i) A Director may receive a benefit from the charity in the capacity of a beneficiary of the charity.
    - (ii) A Director may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
    - (iii) A Director may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
    - (iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
    - (v) A Director may receive rent for premises let by the Director to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a

proposal or the rent or other terms of the lease are under discussion.

- (vi) The Directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
  - (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
    - (i) a partner;
    - (ii) an employee;
    - (iii) a consultant;
    - (iv) a director; or
    - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- (6) In sub articles (2)-(5) of this Article 5:
- (a) “charity” shall include any company in which the charity:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the Board of the company;
  - (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.
- (7) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
  - (c) the unconflicted Directors consider it is in the interests of the charity to



authorise the conflict of interest in the circumstances applying.

- 6 The liability of the members is limited.
- 7 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves. Nothing in these Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.
- 8 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the Directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

### **Members**

- 9 (1) The charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- (2) A copy of the Memorandum and Articles and any rules or bye laws must be available for inspection by the members of the charity at the Office or at a single

alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

- (3) Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the charity without charge and any other person on payment of a fee prescribed by the charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- (4) All Directors shall automatically become members of the charity and their names shall be entered into the charity's register of members.
- (5) Membership shall not be open to any person other than as set out in Article 9(4).
- (6) Membership is not transferable to anyone else.

#### **Termination of Membership**

10 Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than three members; or
- (3) that member ceases to be a Director.

#### **General meetings**

11 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

12 The Directors may call a general meeting at any time.

#### **Notice of general meetings**

- 13 (1) The minimum periods of notice required to hold a general meeting of the charity are fourteen clear days for a general meeting including an annual general meeting.
- (2) A general meeting including an annual general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and article 20 of these Articles.
- (4) The notice must be given to all the members and to the Directors and auditors.

- 14 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

**Proceedings at general meetings**

- 15 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- Two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - the number nearest one third of the total membership at the time
- whichever is the greater.
- 16 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 17 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 18 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 19
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2)
    - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
  - (3)
    - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
    - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
  - (4)
    - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
    - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
  - (5)
    - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
    - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
    - (c) The poll must be taken within thirty days after it has been demanded.
    - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

**Proxies: appointment and voting**

- 20 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and 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 Directors may approve) -

*"British Safety Council*

I,....., of ....., being a member of the above-named charity, hereby appoint ..... of ....., or failing him/her,.....of, ....., as my proxy to vote in my name and on my behalf at the [annual] general meeting of the charity to be held on .....20....., and at any adjournment thereof.  
Signed on ..... 20.....".

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of 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 directors may approve) -

*"British Safety Council*

I ....., of ....., being a member of the above-named charity, hereby appoint ..... of ....., or failing him/her ,  
..... of ....., as my proxy to vote in  
my name and on my behalf at the [annual] general meeting of the charity, 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 s/he thinks fit or abstain from voting.

Signed this ..... day of .....20...".

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:
- (i) in the case of an instrument in writing be deposited at the office 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 (excluding any

day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the charity in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,

it must 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;

- (iii) in the case of a poll taken more than 48 hours (excluding any day that is not a working day) after it is demanded, be deposited or received 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

- (iv) 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 person chairing the meeting or to the secretary or to any director.

- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub article 20(4) shall be invalid.

### **Written resolutions**

- 21 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 22 Every member shall have one vote.
- 23 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **Directors**

- 24 (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 37.
- 25 The number of Directors shall be not less than 3 but (unless otherwise determined by ordinary resolution) shall not be more than 15 individuals. Where possible and practical:-
- (1) a maximum of 4 Directors shall have a health and safety background;
- (2) 1 Director shall be a lawyer;
- (3) 1 Director shall be an accountant;
- (4) the remainder of the Directors shall be drawn from general management and academia.
- 26 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

## **Powers of Directors**

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

## **Retirement**

- 28 At an annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 29 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 30 A Director who has completed 9 years in office shall retire at the next AGM and shall not be eligible for reappointment.
- 31 A Director who reaches the age of 75 shall retire at the next AGM but shall be eligible for annual re-appointment.

## **The Appointment of Directors**

- 32 The charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director; and
  - determine the rotation in which any additional Directors are to retire.
- 33 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a Director;
    - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 34 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 35
- (1) The Directors may appoint a person who is willing to act to be a Director.
  - (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 36 The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

## **Disqualification and removal of Directors**

- 37 A Director shall cease to hold office if he or she:
- (1) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (2) becomes barred from membership of the Board because of any order under the Act, the Company Directors' Disqualification Act 1986 (or any regulations made under it) or the Charities Act 1993; or
  - (3) ceases to be a member of the charity; or
  - (4) is considered by the Board to have become incapable whether mentally or



physically of managing his or her own affairs and a majority of the other Directors resolve that he must cease to hold office;

- (5) resigns as a Director by notice to the charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or
- (7) breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Directors present and voting at a meeting and that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
- (8) is removed from office under Article 38; or
- (9) is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting at which at least half of the serving Directors are present provided that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting.

#### **Removal of a Director by a General Meeting**

- 38 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Director before the end of his period of office at that meeting in accordance with the procedure set out in the Act.

#### **Directors' remuneration**

- 39 The Directors must not be paid any remuneration unless it is authorised by Article 5.

#### **Proceedings of Directors**

- 40 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- 41 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater.

- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 42 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 43 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 44 (1) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
- 45 Notice of a Board Meeting need not be given to any Director who is out of the United Kingdom.
- 46 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

### **Officers of the Board**

- 47 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Directors.

### **Delegation**

- 48 (1) The Directors may delegate any of their powers or functions to a Director or to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book. A committee may meet and adjourn whenever it chooses. Questions at the meeting must be decided by a

majority of votes of the members present.

- (2) The Directors may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the Director or by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- (5) A committee may elect a chair of its meetings if the Board does not nominate one.
- (6) If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

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

- 50 (1) Subject to Article 50(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
  - who had previously retired or who had been obliged by these Articles to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director;
- and that Director being counted in the quorum;

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

- (2) Article 50(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 50(1), the resolution would have been void, or if the

Director has not complied with Article 59.

### **Minutes**

- 51 The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
  - (2) proceedings at meetings of the charity;
  - (3) meetings of the Directors and committees of Directors including:
    - the names of the Directors present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate the reasons for the decisions.

### **Company Secretary**

- 52
- (1) The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.
  - (2) The Act says that some actions must or may be taken both by a Director and by the Company Secretary. If one person is both a Director and Company Secretary, that one person may not act in the capacity of both Director and Company Secretary for any business that requires the action of both a Director and the Company Secretary.

### **Accounts**

- 53
- (1) The Directors must prepare for each financial year accounts as required by the Act and the Charities Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
  - (2) The Directors must keep accounting records as required by the Act.

### **Annual Report and Return and Register of Charities**

- 54
- (1) The Directors must comply with the requirements of the Charities Act with regard to:
    - (a) the transmission of the statements of account of the charity;
    - (b) the preparation of an Annual Report and its transmission to the Commission and OSCR;
    - (c) the preparation of an Annual Return and its transmission to the Commission and OSCR.
  - (2) The Directors must notify the Commission and OSCR promptly of any changes

to the charity's entry on the Central Register of Charities.

55 Any notice to be given to or by any person pursuant to these Articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

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

- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

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

- 58 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

59 The charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

- 60 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Board has the power to alter, add to or repeal the rules or bye laws.
  - (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
  - (5) The rules or bye laws, shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

#### **Alterations to these Articles**

- 61 No alterations to these Articles may be made which would cause the charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the charity gives the members at least 14 clear days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent of the total number of members having the right to vote agree to such short notice.
- 62 Alterations may only be made to:
  - (1) the Objects; or
  - (2) to any article in these Articles which directs the application of property on dissolution; or
  - (3) to any article in these Articles which gives Directors any benefit, with the Commission's and OSCR's prior written consent where this is required by law.
- 63 The charity shall inform the Commission, OSCR and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.