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ARTICLES OF ASSOCIATION
OF
FOUR PAWS UK

ADOPTED BY SPECIAL RESOLUTION ON [•] 2021

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
FOUR PAWS UK
ADOPTED BY SPECIAL RESOLUTION ON [•] 2021

PART 1

NAME AND OBJECTS OF COMPANY

1. The name of the Company (hereinafter called 'the Charity') is Four Paws UK
2. The registered office of the Charity is to be situated in England and Wales
3. The objects for which the Charity is established are -
 - (a) To relieve the suffering of animals in need of care and attention for the benefit of the public and in particular but without prejudice to the generality of the foregoing in the areas of animal husbandry, the protection of species and their environment and where suitable and alternative methods are available to promote and encourage the abolition of animal testing and experimentation by all lawful means, and
 - (b) To promote humane behaviour towards animals by: (i) providing appropriate care, protect, on, treatment and security for animals which are in need of care and attention by reason of sickness, maltreatment, poor circumstances or ill-treatment; and (ii) to educate the public in all matters pertaining to animal welfare in general and the prevention of cruelty and suffering among animals, and to promote scientific research in the area of animal protection and welfare and to publish the useful results of that research.
4. In furtherance of its said objects but not otherwise, the Charity shall have the following powers:
 - (a) raise funds and invite and receive contributions whether in the United Kingdom or elsewhere. Provided that in raising funds the Charity shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations;
 - (b) make grants or loans including grants or loans to any other institution, whether established for charitable purposes only or otherwise, save that the Charity shall ensure that if any such grant or loan shall be made the same shall be applied for charitable purposes only falling within the objects of the Charity;
 - (c) to found or to assist in founding any other charitable organisation, institution or company established for the charitable objects of the Charity or for objects falling within the objects of the Charity;

- (d) to disseminate for the public benefit information concerning the care and treatment of animals and to raise public awareness about any issues or matters which might affect the welfare or the care and treatment of animals (both within and outside the UK) and on how people may seek to prevent such cruelty by adopting practices that would prevent any unnecessary suffering amongst animals;
- (e) to buy, take on lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (f) 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 36 and 37 of the Charities Act 1993;
- (g) 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 if it wishes to mortgage land;
- (h) bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individual;
- (i) promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish the useful results of such research, surveys and investigations;
- (j) arrange and provide for or join in arranging and providing for the holding of exhibitions meetings, lectures, classes seminars and training courses;
- (k) collect and disseminate information on all matters affecting the objects of the Charity and exchange such information with other bodies having similar objects, whether in this country or overseas;
- (l) to co-operate with other charities and other foundations of FOUR PAWS, in particular with FOUR PAWS International - non-profit private Foundation registered under the Commercial Register Vienna under FN 227934y, Austria, FOUR PAWS non-profit private Foundation registered under the Commercial Register HG Vienna under FN 184126z, Austria, and other FOUR PAWS national organisations, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (m) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (n) to publish any materials and to issue any memoranda, whether written or oral (or partly in writing and partly oral);
- (o) to issue statements or to publish any materials designed to further the objects of the Charity and generally to make representations to any government, whether of the United Kingdom or abroad and to any government department or agency or other institution or body whatsoever on any matter or issue, and to express views and issue statements, whether of a public or private nature, on any such matter or thing or issue;
- (p) undertake, execute, manage or assist any charitable companies which may lawfully be undertaken, executed, managed or assisted by the Charity;
- (q) procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents

and to produce and market films, sound recordings, and other visual and oral aids relating to the objects of the Charity;

- (r) purchase, take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects of the Charity and construct, maintain and alter any buildings or erections;
- (s) make regulations for any property, rights and privileges which may be so acquired;
- (t) accept gifts and borrow or raise money for the objects of the Charity on such terms and on such security as shall be thought fit;
- (u) invest the cash and other property of the Charity in or upon such investments, securities or other property, whether real or personal, or on deposit or loan, whether in the United Kingdom or elsewhere, as may be thought fit. Provided that the Charity shall not invest by way of underwriting any new issue of shares, stock or other securities or in the acquisition or sale of any futures contract, warrants or options to acquire or dispose of property except that the Charity may invest:
 - (i) by way of underwriting an issue of stock eligible to be held by the Charity where it does so in order to secure an allocation of the new issue (and not for the sole or main purpose of obtaining commission) and is satisfied that to do so is not unduly hazardous or speculative,
 - (ii) in the acquisition or sale of such a futures contracts, warrants or options where the Charity does so in order to protect the property of the Charity against some risk and is satisfied that to do so is not unduly hazardous or speculative;
- (v) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the objects;
- (w) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (x) 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;
- (y) to
 - (i) deposit or invest funds,
 - (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 so by the Trustee Act 2000;

- (z) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in article 4.2, but subject to the restrictions specified in article 4.3;

- (aa) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity; and
- (bb) to do all such other lawful things as are necessary for the achievement of the objects.

Provided that:

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Board of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Charity Division or the Charity Commissioners over such Board, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4.2 The liabilities referred to in article 4.1(z) are:

- (a) any liabilities 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).

4.3

- (a) The following liabilities are excluded from article 4.2(a):
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Director or other officer; and
 - (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 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. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board shall be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity other than in respect of reasonable and proper expenses for any services rendered to the Charity. Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) Of reasonable and proper remuneration to a Director of the Charity for any services provided by that Director to the Charity provided that,
 - (i) the payment is permitted by article 5.2 hereof and the Directors have followed the procedures and observed the conditions set out in article 5.3 hereof, or
 - (ii) the Directors obtain the prior written approval of the Charity Commission;
- (b) Of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board) for any services rendered to the Charity;
- (c) Of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Charity or of its Board;
- (d) To any member of the Board of reasonable and proper out of pocket expenses; or
- (e) To a company of which a member of the Charity or of its Board may be a member holding not more than one hundredth part of the capital of such company.

5.2

- (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.

5.3

- (a) The Charity and its Directors may only rely upon the authority provided by article 5.1 each of the following conditions is satisfied:
 - (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
 - (ii) The Director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract, or
 - his or her performance in the employment, or his or her performance of the contract;

- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director in reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
 - (v) The reason for their decision is recorded by the Directors in the minute book; or
 - (vi) A majority of the Directors then in office have received no such payments.
 - (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. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Charity shall cease to be a company to which Section 30 of the Companies Act, 1985 applies.
 7. The liability of the members is limited.
 8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Charity if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Charity's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves.
 9. If, upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred either to another body with objects similar to those of the Charity or to another body the objects of which are the promotion of Charity and anything incidental or conducive thereto (whether or not the body is a member of the Charity).
 10. Words and expressions used herein shall have the same meanings (where the context permits) as they are given in the Articles of Association with which the Association is incorporated.

PART 2

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

11. In the articles, unless the context requires otherwise-

"Act"	means the Companies Act 2006;
"articles"	means the Charity's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in article 22;
"chairman of the meeting"	has the meaning given in article 22;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Charity;
"director"	means a director of the Charity, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the Act;
"member"	has the meaning given in section 112 of the Act;
"ordinary resolution"	has the meaning given in section 282 of the Act;
"participate"	in relation to a directors' meeting, has the meaning given in article 11;
"proxy notice"	has the meaning given in article 42;
"special resolution"	has the meaning given in section 283 of the Act;
"subsidiary"	has the meaning given in section 1159 of the Act; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the Charity.

Liability of members

12. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for -
- (a) payment of the Charity's debts and liabilities contracted before he ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

PART 3 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

13. Directors' general authority

- 13.1 Subject to the articles, the directors are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

14. Members' reserve power

- 14.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 14.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

15. Directors may delegate

- 15.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles -
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions.

as they think fit.

- 15.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- 15.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

16. Committees

- 16.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 16.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

17. Directors to take decisions collectively

- 17.1 The general rule about decision-making by directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 18.
- 17.2 If:
- (a) the Charit only has one director; and
 - (b) no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

18. Unanimous decisions

- 18.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 18.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 18.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 18.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

19. Calling a directors' meeting

- 19.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 19.2 Notice of any directors' meeting must indicate:
- (a) its proposed date and time;
 - (b) where a is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 19.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

- 19.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
20. Participation in directors' meetings
- 20.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 20.2 In determining whether directors are participating in a directors' meeting, it is relevant where any director is or how they communicate with each other.
- 20.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
21. Quorum for directors' meetings
- 21.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 21.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 21.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.
22. Chairing of directors' meetings
- 22.1 The directors may appoint a director to chair their meetings.
- 22.2 The person so appointed for the time being is known as the chairman.
- 22.3 The directors may terminate the chairman's appointment at any time.
- 22.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
23. Casting vote
- 23.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 23.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

24. Conflicts of interest

- 24.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Charity in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 24.2 But if article 24.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Charity is to be counted as participating in the decision-making process for quorum and voting purposes.
- 24.3 This paragraph applies when -
- (a) the Charity by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 24.4 For the purposes of this article, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Charity or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Charity or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Charity or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 24.5 For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.
- 24.6 Subject to article 24.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 24.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

25. Records of decisions to be kept

- 25.1 The directors must ensure that the Charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

26. Directors' discretion to make further rules

- 26.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

27. Methods of appointing directors.

- 27.1 A Director must be a natural person aged 18 years or older.
- 27.2 The number of Directors shall not be less than three but shall not be subject to a maximum. All Directors shall be appointed by a resolution of the Directors for the time being of the Charity and shall hold office for three years from the date of their appointment. No one may be appointed as a Director if he or she would otherwise be disqualified from acting under Article 28 hereof. Any competent Director may be re-appointed.

28. Termination of director's appointment

- 28.1 A person ceases to be a director as soon as -
- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - (f) notification is received by the Charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

29. Directors' remuneration

- 29.1 Directors may undertake any services for the Charity that the directors decide.
- 29.2 Directors are entitled to such remuneration as the directors determine -
- (a) for their services to the Charity as directors; and
 - (b) for any other service which they undertake for the Charity.
- 29.3 Subject to the articles, a director's remuneration may
- (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

- 29.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 29.5 Unless the directors decide otherwise, directors are not accountable to the Charity for any remuneration which they receive as directors or other officers or employees of the Charity's subsidiaries or of any other body corporate in which the Charity is interested.
30. Directors' expenses
- 30.1 The Charity may pay any reasonable expenses which the directors properly incur in connection with their attendance at -
- (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of debentures of the Charity,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Charity.

PART 4
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

31. Membership
- 31.1 The membership is open to the following:
- (a) Individual members,
 - (i) Subscribers (the Subscribers to the memorandum are the first members of the Charity); or
 - (ii) Anyone aged 18 or over that the Charity in general meeting decides to admit to membership;
 - (b) Corporate members,
 - (i) Corporate members are the organisations whom the Charity in general meeting decides to admit to membership.
- 31.2 When an organisation becomes a Corporate Member it must give a copy of its constitution to the Charity.
- 31.3 Each Corporate Member has the right to appoint one representative. At any time by giving notice in writing to the Charity, the corporate member can cancel the appointment of its representative and appoint another instead.
- 31.4 The Corporate Member must confirm the name of its representative at the Charity's request. The representative has the right to attend and to vote at general meetings of the Charity and any vote given shall be void unless prior to the vote the Charity receives written notice ending the representative's authority.
- 31.5 Corporate members stop being members in the same way as Individual Members stop being members.
32. Termination of membership
- 32.1 A member stops being a member of the Charity if:

- (a) the member resigns from membership by giving notice in writing to the Charity;
- (b) the member is also a Director of the Charity, when they cease to be a Director;
- (c) membership is ended under Article 33; or
- (d) the member's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that persons membership.

33. Removal from membership

- 33.1 The Charity in general meeting may suspend the rights of any member by giving him or her notice in writing of the suspension.
- 33.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Charity against the suspension. If no appeal is received the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Charity.
- 33.3 The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

ORGANISATION OF GENERAL MEETINGS

34. Attendance and speaking at general meetings

- 34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 34.2 A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 34.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. Quorum for general meetings

- 35.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

36. Chairing general meetings

- 36.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 36.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present; or
 - (b) (if no directors are present), the meeting;
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 36.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".
37. Attendance and speaking by directors and non-members
- 37.1 Directors may attend and speak at general meetings, whether or not they are members.
- 37.2 The chairman of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.
38. Adjournment
- 38.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 38.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 38.3 The chairman of the meeting must adjourn a general meeting if directed to do by the meeting.
- 38.4 When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.

- 38.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

39. Voting: general

- 39.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

40. Errors and disputes

- 40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 40.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

41. Poll votes

- 41.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 41.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 41.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

- 41.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

42. Content of Proxy Notices

- 42.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 43. Delivery of proxy notices
 - 43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
 - 43.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - 43.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - 43.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
- 44. Amendments to resolutions
 - 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
 - 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5
ADMINISTRATIVE ARRANGEMENTS

45. Means of communication to be used

- 45.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 45.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directory may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 45.3 A director may agree with the Charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

46. Company seals

- 46.1 Any common seal may only be used by the authority of the directors.
- 46.2 The directors may decide by what means and in what form any common seal is to be used.
- 46.3 Unless otherwise decided by the directors, if the Charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 46.4 For the purposes of this article, an authorised person is:
 - (a) any director of the Charity;
 - (b) the company secretary of any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

47. No right to inspect accounts and other records

- 47.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member.

48. Provision for employees on cessation of business

- 48.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

49. Indemnity

49.1 Subject to article 49.2, a relevant director of the Charity or an associated company may be indemnified out of the Charity's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company;
- (b) any liability incurred by that director in connection with the activities of the Charity or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or
- (c) any other liability incurred by that director as an officer of the Charity or an associated company.

49.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

49.3 In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the Charity or an associated company.

50. Insurance

50.1 The directory may decide to purchase and maintain insurance, at the expense of the Charity, for the benefit of any relevant director in respect of any relevant loss.

50.2 In this article:

- (a) a "relevant director" means any director or former director of the Charity or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Charity, any associated company or any pension fund or employees' share scheme of the Charity or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

