

**The Companies Act 2006**

**Private Company Limited by Guarantee  
Use of “Limited” Exemption**

**PELICAN CANCER FOUNDATION**

**ARTICLES OF ASSOCIATION**

**As adopted on incorporation on 25 May 2010 and amended by special resolutions dated 5 April 2011, 5 January 2012 and 2 August 2023**

**Company Number: 07264864**

**Charity Number: 1141911**

HCR Hewitsons  
Lancaster House  
Nunn Mills Road  
Northampton  
NN1 5GE

Ref: VAH/SDC/PEL0064-0001

## **PART 1 - PRELIMINARIES**

### **Name and status**

1. The name of the Charity is **Pelican Cancer Foundation**.
2. The Charity is registered in England and Wales under the Companies Act 2006 as a company limited by guarantee and with exemption from the requirement regarding the use of "Limited" in its registered name.

### **Interpretation**

3. In the Articles:
  - 3.1 'Address' means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
  - 3.2 'Articles' means these articles of association of the Charity;
  - 3.3 'Charities Act' means the Charities Act 2011;
  - 3.4 'Charity' means, subject to article 10.6 the company intended to be regulated by the Articles;
  - 3.5 'Clear Days' in relation to the period of a notice means a period excluding:
    - 3.5.1 the day when notice is given or deemed to be given; and
    - 3.5.2 the day for which it is given or on which it is to take effect;
  - 3.6 'Commission' means the Charity Commission for England and Wales;
  - 3.7 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
  - 3.8 'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because that Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided by the Charity, or in relation to information which is confidential to the Charity;
  - 3.9 'Connected Person' means:
    - 3.9.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee concerned;
    - 3.9.2 the spouse or civil partner of the Trustee concerned or any person falling within 3.9.1;

- 3.9.3 a person carrying on business in partnership with the Trustee concerned or with any person falling within articles 3.9.1 or 3.9.2;
- 3.9.4 an institution which is controlled
  - 3.7.3.1 by the Trustee concerned or any person falling within articles 3.9.1 to 3.9.3 above; or
  - 3.7.3.2 by two or more persons falling within article 3.7.3.1, when taken together.
- 3.9.5 A body corporate in which:
  - 3.7.4.1 the Trustee concerned or any person falling within articles 3.9.1 to 3.9.3 has a substantial interest; or
  - 3.7.4.2 two or more persons falling within article 3.7.4.1 who, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this article.

- 3.10 'Document' includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 3.11 'Electronic Form' has the meaning given in section 1168 of the Companies Act 2006;
- 3.12 'Member' means a member of the Charity. 'Membership' shall be construed accordingly;
- 3.13 'Objects' means the objects of the Charity set out in article 5;
- 3.14 'Officers' includes the Trustees and the Secretary (if any);
- 3.15 'Secretary' means any person appointed to perform the duties of the secretary of the Charity;
- 3.16 'Trustee' means a director of the Charity. The Trustees are the charity trustees of the Charity as defined by section 177 of the Charities Act;
- 3.17 'United Kingdom' means Great Britain and Northern Ireland;
- 3.18 'Year' means a period of three hundred and sixty-five days;
- 3.19 The singular includes the plural and vice versa.
- 3.20 Unless the context otherwise requires words or expression contained in the Articles have the same meaning as in the Companies Acts but excluding any

statutory modification not in force when this constitution becomes binding on the Charity.

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

## **Articles**

4. The adoption of the Articles is in substitution of all previous articles of association and of the Charity's memorandum of association.

## **PART 2 – OBJECTS AND POWERS OF THE CHARITY**

### **Objects**

5. The Objects are:

For the public benefit to advance research education and treatment of cancer in particular but not exclusively bowel cancer other pelvic malignancies liver cancer and related diseases

6. Nothing in the articles shall authorise an application of the property of the Charity for the purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investments (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

### **Powers**

7. The Charity has the power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular, the Charity has power:
- 7.1 to develop and share learning of new methods for the diagnosis, treatment and long-term care of patients with, but not exclusively, bowel cancer, other pelvic malignancies, liver cancer and related diseases;;
  - 7.2 to promote, initiate or carry out research in cancer, in particular, but not exclusively, bowel cancer, other pelvic malignancies, liver cancer and related diseases;
  - 7.3 to cause to be written, published, distributed or otherwise reproduced and circulated, gratuitously or otherwise, educational materials, films and online education content;
  - 7.4 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others in any part of the United Kingdom or abroad in connection with techniques, care, treatment, medication or research;

- 7.5 to provide financial assistance to clinicians, academics or others attending meetings, lectures, classes, seminars and courses in the United Kingdom or abroad for the purpose of advancing understanding of diagnostic, surgical and medical techniques and other treatments connected with cancer, in particular, but not exclusively, bowel cancer other pelvic malignancies, liver cancer and related diseases;
- 7.6 to provide advice;
- 7.7 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 7.8 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 7.9 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 117 and 122 of the Charities Act.
- 7.10 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or discharge of an obligation. The Charity must comply as appropriate with sections 124 – 126 of the Charities Act if it wishes to mortgage land;
- 7.11 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 7.12 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 7.13 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity, voluntary bodies and statutory authority formed for any of the Objects;
- 7.14 to enter into contracts to provide services to or on behalf of other bodies;
- 7.15 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 7.16 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by articles 9 to 10 and provided it complies with the conditions in those articles;
- 7.17 to:
  - 7.17.1 deposit or invest funds;

7.17.2 employ a professional fund-manager; and

7.17.3 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;

7.18 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;

7.19 to insure the property of the Charity against any foreseeable risk and take out insurance policies to protect the Charity when required;

7.20 to establish or acquire subsidiary companies to assist or act as agents for the Charity;

7.21 to make grants and donations; and

7.22 to lend money and to give guarantees.

#### **Application of Income and Property**

8. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

8.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.

8.1.1 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.

8.1.2 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 118.

8.1.3 A Trustee may not receive any other benefit or payment unless it is authorised pursuant to article 9 or 10.

8.2 Subject to articles 9 to 10, none of the income or the 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. This does not prevent a Member receiving:

8.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or

8.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

## **Benefits and Payments to Trustees and Connected Persons**

### **9. General Provisions**

9.1 No Trustee or Connected Person may:

- 9.1.1 buy any goods or services from the Charity on terms preferential to those applications to members of the public;
- 9.1.2 sell goods, services or any interest in land to the Charity;
- 9.1.3 be employed by, or receive any remuneration from, the Charity;
- 9.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by article 10 or authorised by the court or the prior written consent of the Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **10. Scope and Powers Permitting Trustees' or Connected Persons' Benefits**

10.1 A Trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees does not benefit in this way.

10.2 A Trustee or Connected Person may enter into a contract for the supply of services or of goods, or of services and goods, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act, including that:

- 10.2.1 The amount or maximum amount of the payment for the services and/or goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or Connected Person supplying the services and/or goods ('the supplier') under which the supplier is to supply the services and/or goods in question to or on behalf of the Charity.
- 10.2.2 The amount or maximum amount of the payment for the services and/or goods does not exceed what is reasonable in the circumstances for the supply of the services and/or goods in question.
- 10.2.3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

- 10.2.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of services and/or goods to the Charity.
- 10.2.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 10.2.6 The reason for their decision is recorded by the Trustees in the minute book.
- 10.2.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by articles 9 or 10 .
- 10.3 A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 10.4 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity. The amount of rent and the other items of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal of the rent or other terms of the lease are under discussion.
- 10.5 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 10.6 In this article 10, 'Charity' includes any company in which the Charity:
  - 10.6.1 holds more than 50% of the shares; or
  - 10.6.2 controls more than 50% of the voting rights attached to the shares; or
  - 10.6.3 has the right to appoint one or more Trustees to the board of the company.

### **PART 3 - MEMBERS**

#### **Members**

- 11. The Members shall be the Trustees for the time being. The only persons eligible to be Members are the Trustees. Membership cannot be transferred to anyone else.
- 12. Any person who ceases to be a Trustee automatically ceases to be a Member.
- 13. The Trustees must keep a register of names and Addresses of the Members.



## **Liability of Members**

14. The liability of the Members is limited to a sum not exceeding £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 they are a Member or within one year after they cease to be a Member, for:
  - 14.1 payment of the Charity's debts and liabilities incurred before they cease to be a Member;
  - 14.2 payment of costs, charges and expenses of winding up; and
  - 14.3 adjustment of the rights of the contributions among themselves.

## **General Meetings**

15. The Charity need not, but may, hold an annual general meeting of Members.
16. Any Trustee may call a general meeting of Members.
17. The Secretary (if any) must call a general meeting of Members if requested to do so by a Trustee.

## **Notice of General Meetings**

18. The minimum periods of notice required to hold a general meeting of the Charity are:
  - 18.1 twenty-one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 18.2 fourteen Clear Days for all other general meetings.
19. A 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, being a majority who together hold not less than 90 percent of the total voting rights.
20. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 50.
21. The notice must be given to all Members and auditors.
22. Notwithstanding anything contained in these Articles, if the Trustees call a meeting of the Members, the Trustees may determine that the meeting be held, subject to and in accordance with the Companies Acts, by suitable electronic means agreed by the Trustees by which a participant or participants may communicate with all the other participants during the meeting. In the event such a meeting is to be held, the Trustees shall, notwithstanding anything contained in these Articles but subject to the

Companies Acts, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by means of electronic communications.

23. 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**

24. No business shall be transacted at any general meeting unless a quorum is present.
25. A quorum is three Members present themselves or by proxy and entitled to vote upon the business to be conducted at the meeting. 'Present' includes being present by suitable electronic means agreed by the Trustees by which a participant or participants may communicate with all the other participants.
26. If:
  - 26.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 26.2 during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees shall determine.
27. The Trustees must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
28. 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 themselves or by proxy at that time shall constitute the quorum for that meeting.
29. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
30. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
31. If there is only one Trustee present and willing to act, they shall chair the meeting.
32. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present themselves or by proxy and entitled to vote must choose one of their number to chair the meeting.
33. The Members present at a general meeting may resolve by ordinary resolution that the meeting shall be adjourned.
34. 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.

35. 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.
36. 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.
37. References in these Articles to a "show of hands" or to a "poll" includes the equivalent voting procedures in any general meeting held in accordance with article 22.
38. 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.
  - 38.1 by a person chairing the meeting;
  - 38.2 by at least two Members present themselves or by proxy and having the right to vote at the meeting; or
  - 38.3 by a Member or Members present themselves 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.
39. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
40. 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.
41. 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.
42. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before demand was made.
43. 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.
44. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
45. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
46. A poll demanded on any other questions must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
47. The poll must be taken within thirty days after it has been demanded.

48. 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.
49. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### **Content of Proxy Notices**

50. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
  - 50.1 states the name and address of the Member appointing the proxy;
  - 50.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 50.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - 50.4 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.
51. The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
52. 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.
53. Unless a proxy notice indicates otherwise, it must be treated as:
  - 53.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 53.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **Delivery of Proxy Notices**

54. 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.
55. 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.
56. 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.

57. 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.

### **Written Resolutions**

58. 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:
- 58.1 a copy of the proposed resolution has been sent to every eligible Member;
  - 58.2 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; and
  - 58.3 it is contained in an authenticated Document which has been received at the registered office or such other place as is designated by the Charity within the period of 28 days beginning with the circulation date.
59. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
60. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

### **Votes of Members**

61. Every Member has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
62. Any objection to the qualification of any vote 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.

## **PART 4 - TRUSTEES**

### **Trustees**

63. The minimum number of Trustees shall be three (unless otherwise determined by ordinary resolution). The maximum number of Trustees shall be twelve.
64. A person who is willing to act may be appointed, or re-appointed, to be Trustee:
- 64.1 by ordinary resolution of the Members; or
  - 64.2 by resolution of the Trustees.

65. The appointment, or re-appointment, of a Trustee, whether by the Charity in general meeting or by the Trustees, must not cause the number of Trustees to exceed the maximum number of Trustees set out in article 63.
66. A Trustee must be a natural person aged 18 years or older.
67. No one may be appointed, or re-appointed, a Trustee if they would be disqualified from acting under the provisions of article 79.
68. No person may be appointed as a Trustee unless that person:
- 68.1 has confirmed in writing or in Electronic Form to the Trustees their willingness to act as a Trustee; and
- 68.2 has provided the Trustees in writing or in Electronic Form the details that, if the person were to be appointed, the Charity would have to file at Companies House and with the Commission.
69. In selecting individuals for appointment, or re-appointment, as Trustees, the Members or the Trustees (as the case may be) must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.
70. The Trustees in office on the adoption of these Articles shall be deemed to resign on the following dates but shall be eligible for re-appointment and article 73 shall not apply to those individuals:

Brendan John Moran	31 March 2024
Myrddin Rees	31 March 2025
Steven James Arnold	31 March 2025
Faheez Mohamed	31 March 2026
Howard Paul Keith Gardener	31 March 2027
Mary Bernadette Edwards	31 March 2027

71. Any Trustee appointed, or re-appointed, after the adoption of these Articles shall be appointed for a period of three years.
72. Subject to article 73, on the expiration of their term of office, a Trustee shall be eligible for re-appointment for a further three year term.
73. A Trustee shall be deemed to resign on the completion of nine Years in office (whether served in succession or otherwise and shall at no time in the future be eligible for further appointment as a Trustee.

74. The Trustees shall make available to each new Trustee, on or before their first appointment:
- 74.1 a copy of the current version of the Articles; and
- 74.2 a copy of the Charity's latest Trustees' annual report and statement of accounts.
75. A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

### **Powers of Trustees**

76. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
77. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
78. Any meeting of Trustees at which a quorum is present at the time a relevant decision is made may exercise all the powers exercisable by the Trustees.

### **Disqualification and Removal of Trustees**

79. A Trustee shall cease to hold office if they:
- 79.1 cease to be a Member;
- 79.2 cease to be a charity trustee by virtue of sections 178 and 179 of the Charities Act;
- 79.3 cease to be a company director by virtue of any provision in the Companies Acts or is prohibited by law from being a company director;
- 79.4 in the reasonable opinion of the Trustees, should be removed from office in the best interests of the Charity, and the other Trustees resolve to this effect by a majority of Trustees present and voting, after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
- 79.5 have been removed from the office of charity trustee or trustee for a charity by an order made by the Commission (or successor entity) or by order of a competent court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- 79.6 resign as a Trustee by giving one month's notice to the Charity, (subject to any resolution of the Trustees that in any particular case a shorter period of notice

shall apply) (but only if at least the minimum number of Trustees set out in article 63 will remain in office when the notice of resignation is to take effect);

79.7 are absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that their office be vacated; or

79.8 are removed by resolution passed by the Members at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

### **Remuneration of Trustees**

80. The Trustees must not be paid any remuneration unless it is authorised by article 9 or 10.

### **Proceedings of Trustees**

81. The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles, the Companies Acts and the Charities Act.

82. Any Trustee may call a meeting of the Trustees.

83. The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

84. Questions arising at a meeting shall be decided by a majority of votes.

85. Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.

86. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

87. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees by which a participant or participants may communicate with all the other participants.

88. The quorum shall be three Trustees, or such larger number as may be decided from time to time by the Trustees.

89. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

90. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.



91. The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
92. If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
93. The person to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to them by the Trustees.
94. A resolution in writing or in Electronic Form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held. For this purpose, such resolution may comprise several Documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

#### **Declaration of Trustees' Interests**

95. A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interests (including but not limited to any personal financial interest).

#### **Conflicts of Interest and Conflicts of Loyalties**

96. If a conflict of interests arises for the Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
  - 96.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 96.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - 96.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

## **Delegation**

- 97. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees, but the terms of any delegation must be recorded in the minute book.
- 98. The Trustees may impose conditions when delegating, including the conditions that:
  - 98.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - 98.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 99. The Trustees may revoke or alter a delegation.
- 100. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## **Validity of Trustees' Decisions**

- 101. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 102. Subject to article 103, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
  - 102.1 who was disqualified from holding office;
  - 102.2 who had previously retired or who had been obliged by these Articles to vacate office; or
  - 102.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,if without:
  - 102.4 the vote of that Trustee; and
  - 102.5 that Trustee being counted in quorum,the decision has been made by a majority of the Trustees at a quorate meeting.
- 103. Article 102 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of Trustees if, but for article 102, the resolution would have been void, or if the Trustee had not complied with article 95.

## **PART 5 – ADMINISTRATIVE AND OTHER MATTERS**

### **Minutes**

- 104. The Trustees must keep minutes of all:
  - 104.1 appointments of Officers made by the Members or the Trustees;
  - 104.2 proceedings of meetings of the Charity; and
  - 104.3 meetings of the Trustees and committees of Trustees including:
    - 104.3.1 the names of the Trustees present at the meeting;
    - 104.3.2 the decisions made at the meeting; and
    - 104.3.3 where appropriate the reasons for the decisions.

### **Accounts**

- 105. The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 106. The Trustees must keep accounting records as required by the Companies Acts.

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

- 107. The Trustees must comply with the requirements of the Charities Act with regards to the:
  - 107.1 transmission of a copy of the statements of account to the Commission;
  - 107.2 preparation of an annual report and the transmission of a copy of the Commission; and
  - 107.3 preparation of an annual return and its transmission to the Commission.
- 108. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **Means of Communication to be used**

- 109. Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.

110. Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.
111. Any notice to be given to or by any person pursuant to the Articles:
- 111.1 must be in writing; or
  - 111.2 must be given in Electronic Form.
112. The Charity may give any notice to a Member either:
- 112.1 personally;
  - 112.2 by sending it by post in a prepaid envelope addressed to the Member at their Address;
  - 112.3 by giving it in Electronic Form to the Member's Address; or
  - 112.4 by placing the notice on a website and providing the person with a notification in writing or in Electronic Form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the date, place and time of the meeting.
113. A Member who does not register an Address with the Charity shall not be entitled to receive any notice from the Charity.
114. A Member present at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purpose for which it was called.
- 114.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - 114.2 Proof that an Electronic Form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
  - 114.3 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
    - 114.3.1 48 hours after the envelope containing it was posted; or
    - 114.3.2 in the case of an Electronic Form of communication, 48 hours after it was sent.

## **Patrons**

115. The Trustees may appoint any person over the age of eighteen to be a Patron of the Charity.

116. The role of a Patron is to be an ambassador for the Charity. No payment may be made to a person in connection with carrying out the role of Patron except for the reasonable expenses properly incurred by them when carrying out such role.
117. The Trustees may revoke any appointment of a Patron.

### **Indemnity**

118. The Charity shall indemnify a Relevant Trustee against any liability incurred in that capacity, to the extent permitted by section 232 to 234 of the Companies Act 2006.
119. In article 118, a 'Relevant Trustee' means any Trustee or former Trustee of the Charity.

### **Disputes**

120. If a dispute arises between Members about the validity or propriety of anything done by the Members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **Dissolution**

121. The Members 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:
- 121.1 directly for the Objects;
- 121.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 121.3 to any charity or charities for use for particular purposes that fall within the Objects.
122. Subject to any such resolution of the Members, the Trustees may at any time before and in exception 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 or before dissolution of the Charity be applied or transferred:
- 122.1 directly for the Objects; or
- 122.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 122.3 to any charity or charities for use for particular purposes that fall within the Objects.
123. In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity, whether incorporated within or outside the United Kingdom) and if no resolution in accordance with article 121 is

passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.