

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- OF -

RACE AGAINST DEMENTIA

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ARTICLES OF ASSOCIATION

- OF -

RACE AGAINST DEMENTIA

(the "Charity")

1 Disapplication of model articles

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

2 Definitions and interpretation

2.1 In these Articles the following words and expressions shall have the following meanings:

the **2006 Act**: the Companies Act 2006;

the **2011 Act**: the Charities Act 2011;

Articles: the Charity's articles of association;

Bankrupt: a person who (i) petitions for his own bankruptcy or is declared bankrupt, or (ii) applies for an interim order under the Insolvency Act 1986, or (iii) makes a proposal for the adoption of a voluntary arrangement under the Insolvency Act 1986, or (iv) seeks a compromise of his debts with his creditors or any substantial part of his creditors, or (v) takes any action or proceeding in any jurisdiction that has an effect equivalent or similar to any of the actions mentioned in (i) to (iv);

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;

business day: any day other than a Saturday, a Sunday or any other day which is a public holiday in England;

chairman: as defined in Article 17;

chairman of the meeting: as defined in Article 32;

charitable: throughout these articles of association 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

clear days: in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting;

Commission: the Charity Commission for England and Wales, or any corporation other body or entity which may from time to time perform the functions of the same;

Companies Acts: the Companies Acts (as defined in s.2 of the 2006 Act), in so far as they apply to the Charity;

company: includes any body corporate;

Conflict Situation: a situation in which a trustee has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Charity, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Charity could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest.

Connected Person:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph (a);
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled:
 - (i) by the trustee or any Connected Person falling within paragraph (a), (b), or (c); or
 - (ii) by two or more persons falling within paragraph (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the trustee or any Connected Person falling within paragraphs (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within paragraph (e)(i), when taken together, have a substantial interest;

and ss.350 to 352 of the 2011 Act apply for the purposes of interpreting the terms used in this definition;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: as defined in s.1168 of the 2006 Act;

Financial Expert: an individual, company or firm who or which is authorised to give investment advice under the Financial Services and Markets Act 2000;

hard copy and **hard copy form:** have the meaning given in s.1168 of the 2006 Act;

Initial Term: as defined in Article 23.2;

member: as defined in s.112 of the 2006 Act;

memorandum: the memorandum of association of the Charity;

Objects: the objects of the Charity, as set out in Article 3;

ordinary resolution: as defined in s.282 of the 2006 Act;

participate: in relation to a trustees' meeting, as defined in Article 15;

Patient: a person who lacks capacity as defined in s.2 Mental Capacity Act 2005;

proxy notice: as defined in Article 39;

Renewal Term: as defined in Article 23.2;

Rules: the rules, if any, made under Article 49.1;

special resolution: as defined in s.283 of the 2006 Act;

subsidiary: as defined in s.1159 of the 2006 Act;

trustee: a director of the Charity, and includes any person occupying the position of director, by whatever name called; the trustees are charity trustees as defined in s.177 of the 2011 Act;

United Kingdom: Great Britain and Northern Ireland;

wholly-owned subsidiary: as defined in s.1159 of the 2006 Act;

writing: 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.

2.2 In these Articles:

2.2.1 any notice, consent, approval or other document or information, including the appointment of a proxy, required to be given in writing may be given in writing in hard copy form or electronic form, save where expressly provided otherwise in these Articles;

2.2.2 any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms; and

2.2.3 save as expressly provided otherwise:

2.2.3.1 words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force from time to time;

2.2.3.2 any reference to any statute or statutory provision includes any subordinate legislation made under that statute or statutory provision, whether before, on, or after the date of adoption of these Articles;

2.2.3.3 any reference to any legislation including to any statute, statutory provision or subordinate legislation (“**Legislation**”) includes a reference to that Legislation as from time to time amended or re-enacted, whether before, on, or after the date of adoption of these Articles; and

2.2.3.4 any reference to re-enactment includes consolidation and rewriting, in each case whether with or without modification.

3 Objects

3.1 The Charity's Objects are specifically restricted to:

3.1.1 the preservation and protection of the health of the public in particular by promoting or assisting in the promotion of research into the causal mechanisms of neurodegenerative diseases with the aim of treating or preventing dementia and the dissemination of the results of such research;

3.1.2 the promotion of the relief and treatment of those suffering from dementia and related disorders and the provision of support both for such persons and those caring for them; and

3.1.3 all other purposes that are for the public benefit and are exclusively charitable..

4 Powers

The Charity has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular, but without limitation, the Charity may exercise the following powers:

- 4.1 to raise funds and to invite and receive contributions, provided that in raising funds the Charity shall conform to any relevant legislation;
- 4.2 to set aside funds for special purposes or as reserves against future expenditure;
- 4.3 to purchase, rent, hire or otherwise acquire, alter, improve and (subject to such consents as may be required by law) to sell, charge or otherwise dispose of property;
- 4.4 subject to Articles 5 and 6, to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.5 subject to Articles 5 and 6, to engage and pay professional and other advisors;
- 4.6 to establish, fund or otherwise support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.7 to co-operate with and to exchange information and advice with any organisation or body established anywhere in the world (including, without prejudice to the generality of the foregoing, any non-governmental organisation and any statutory authority or body or agency of a state or of a national or local government) the activities of which in the opinion of the trustees further all or any of the Objects;
- 4.8 to borrow money and give security for loans, but only in accordance with the 2011 Act;
- 4.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 4.10 to invest funds in any manner, but only after obtaining such advice from a Financial Expert as the trustees consider necessary, and having regard to the suitability of investments and the need for diversification;
- 4.11 to delegate the power of investment to a Financial Expert (who may be permitted to sub-delegate such power to another Financial Expert) but only in terms that:
 - 4.11.1 an investment policy is set down in writing for the Financial Expert by the trustees;
 - 4.11.2 the performance of the investments is reviewed regularly with the trustees;
 - 4.11.3 the trustees are entitled to cancel the delegation at any time on the giving of reasonable notice to the Financial Expert;
 - 4.11.4 the investment policy and the delegation are reviewed at least once per calendar year;
 - 4.11.5 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and

- 4.11.6 the Financial Expert shall not be permitted to do anything outside the powers of the trustees;
- 4.12 to arrange for investments or other property of the Charity to be held in the name of a nominee company which will be acting under the control of the trustees or of a Financial Expert appointed under the preceding provisions, and to pay any reasonable fee required;
- 4.13 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- 4.14 to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required;
- 4.15 to carry on a trade in the course of carrying out the Objects or ancillary to carrying out the Objects;
- 4.16 to incorporate subsidiary companies, including subsidiary companies to carry on any trade which would, in the opinion of the trustees, promote or assist with the promotion of the Objects, including by means of the raising of funds for the Charity;
- 4.17 to guarantee and provide security for the performance of contracts by any person or company;
- 4.18 to purchase, out of the funds of the Charity, insurance designed to indemnify any person who is a charity trustee (as defined in s.177 of the 2011 Act) of the Charity in accordance with, and subject to the conditions in, s.189 of the 2011 Act;
- 4.19 to pay out of the funds of the Charity the costs, charges and expenses incurred in or incidental to the formation and registration of the Charity; and
- 4.20 to do all such other lawful things as are necessary for the achievement of the Objects.

5 Application of income and property

- 5.1 Subject to Article 6 and the following provisions of this Article 5, the income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 A trustee is entitled to be reimbursed out of the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- 5.3 A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, s.189 of the 2011 Act.
- 5.4 A trustee may receive an indemnity from the Charity in the circumstances specified in Article 48 and may receive a payment out of the property of the Charity of any sum to which he is entitled pursuant to that indemnity or of a sum in connection with the defence of proceedings under Article 48.3.
- 5.5 A trustee may not receive any other benefit or payment unless it is authorised by Article 6.
- 5.6 Subject to Article 6, 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. This does not prevent a member who is not also a trustee receiving:
- 5.6.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- 5.6.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

6 Benefits and payments to trustees and Connected Persons

6.1 General provisions

No trustee or Connected Person may:

- 6.1.1 buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services or any interest in land to the Charity;
- 6.1.3 be employed by, or receive any remuneration from, the Charity;
- 6.1.4 receive any other financial benefit from the Charity;

unless the payment or benefit is permitted by Article 6.2 or authorised by the court or the Commission. In this Article a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or Connected Persons' benefits

- 6.2.1 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 do not benefit in this way.
- 6.2.2 A trustee or Connected Person may enter into a contract for the supply of services (including professional services), or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, ss.185 to 188 of the 2011 Act.
- 6.2.3 Subject to Article 6.3, a trustee or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the trustee or Connected Person.
- 6.2.4 A trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate.
- 6.2.5 A trustee or Connected Person may receive rent for premises demised or let by the trustee or Connected Person to the Charity (subject to the requirements, if applicable, of s.190 of the 2006 Act and the requirement for the consent of the Commission under s.201 or s.202, as applicable, of the 2011 Act). The amount of the rent and the other terms of the lease must be reasonable and proper.
- 6.2.6 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.

6.3 Payment for the supply of goods only - controls

The Charity and its trustees may only rely upon the authority provided by Article 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the trustee or Connected Person providing the goods (the “**Provider**”) under which the Provider is to provide the goods in question to or on behalf of the Charity;
- 6.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the provision of the goods in question;

- 6.3.3 the other trustees are satisfied that it is in the best interests of the Charity to contract with the Provider rather than with someone who is not a trustee or Connected Person. In reaching that decision the trustees must balance the advantages of contracting with a trustee or Connected Person against the disadvantages of doing so;
 - 6.3.4 the Provider is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Charity;
 - 6.3.5 the Provider 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;
 - 6.3.6 the reason for their decision is recorded by the trustees in the minute book;
 - 6.3.7 a majority of the trustees then in office are not in receipt of remuneration or payments authorised by Article 6.
- 6.4 In Articles 6.2 and 6.3, “**Charity**” includes any company in which the Charity holds more than 50% of the shares, 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.

7 **Liability of members**

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:

- 7.1 payment of the Charity’s debts and liabilities contracted before he ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up;
- 7.3 adjustment of the rights of the contributors among themselves.

8 **Trustees**

- 8.1 The number of trustees shall be not less than three but, unless and until the Charity determines otherwise by ordinary resolution, shall not be subject to any maximum.
- 8.2 The continuing trustees or trustee may act notwithstanding that the total number of trustees from time to time is less than the minimum number required by Article 8.1, but if their number is less than the quorum required by Article 16, the continuing trustees or trustee must not take any decision other than a decision:
 - 8.2.1 to appoint further trustees; or
 - 8.2.2 to call a general meeting so as to enable the members to appoint further trustees.

9 **Trustees’ general authority**

Subject to these Articles, the trustees are responsible for the management of the Charity’s business, for which purpose they may exercise all the powers of the Charity.

10 **Trustees may delegate**

Subject to these Articles, the trustees may delegate:

- 10.1 the day to day management of the affairs of the Charity in accordance with the directions of the trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including, subject to Articles 5 and 6, the payment of a salary) as they think fit; and

- 10.2 any of the powers which are conferred on them under these Articles: (a) to one or more committees consisting of two or more individuals; (b) to such an extent; (c) in relation to such matters or territories; and (d) on such terms and conditions; as they think fit, provided that:
- 10.2.1 each such committee must include amongst its members at least two trustees; and
- 10.2.2 the quorum for committee meetings must never include less than one trustee.
- 10.3 The terms of reference of any such committee shall be set out in writing by the trustees.
- 10.4 The trustees may revoke any delegation under this Article in whole or part, or alter its terms and conditions.
- 11 **Committees**
- 11.1 Committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by trustees.
- 11.2 The trustees may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 11.3 All acts and proceedings of any committee must be fully and promptly reported to the trustees.
- 12 **Trustees to take decisions collectively**
- The general rule about decision-making by trustees is that any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 13.
- 13 **Unanimous decisions**
- 13.1 A decision of the trustees is taken in accordance with this Article when all eligible trustees indicate to each other by any means that they share a common view on a matter.
- 13.2 Such a decision may take the form of a resolution in writing, of which each eligible trustee has signed one or more copies or to which each eligible trustee has otherwise indicated agreement in writing.
- 13.3 References in this Article 13 to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting (but exclude in respect of the authorisation of a Conflict Situation, the trustee subject to that Conflict Situation).
- 13.4 A decision may not be taken in accordance with this Article if the eligible trustees would not have formed a quorum at such a meeting.
- 14 **Calling a trustees' meeting**
- 14.1 Trustees must attend at least two trustees' meeting each year.
- 14.2 Any trustee may call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice.
- 14.3 Notice of any trustees' meeting must indicate:
- 14.3.1 its proposed date and time;
- 14.3.2 where it is to take place; and

- 14.3.3 if it is anticipated that trustees 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.
- 14.4 Notice of a trustees' meeting must be given to each trustee, but need not be in writing.
- 14.5 Notice of a trustees' meeting need not be given to trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than seven 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.
- 15 Participation in trustees' meetings**
- 15.1 Subject to these Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:
- 15.1.1 the meeting has been called and takes place in accordance with these Articles; and
- 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.
- 15.3 If all the trustees 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. In default of such a decision, the meeting shall be treated as being held where the majority of the trustees are located or, if there is no such majority, where the chairman is located.
- 16 Quorum for trustees' meetings**
- 16.1 At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for trustees' meetings may be fixed from time to time by a decision of the trustees, but, save as set out in Article 16.3, it must never be less than one third of their number or two, whichever is the greater.
- 16.3 For the purposes of any trustees' meeting, (or part of a meeting) at which it is proposed to authorise a Conflict Situation in respect of one or more trustees, if there is only one trustee in office other than the trustee or trustees subject to the Conflict Situation, the quorum for such meeting (or part of a meeting) shall be one trustee.
- 17 Chairing of trustees' meetings**
- 17.1 Subject to Article 17.3, the trustees may appoint a trustee to chair their meetings. The person so appointed from time to time is known as the chairman ("**chairman**"). The trustees may terminate the appointment of any such chairman at any time.
- 17.2 Sir John Young Stewart OBE shall be the first chairman until such time as he ceases to be a trustee or, if earlier, he resigns as chairman by written notice to the Charity.
- 17.3 The chairman shall chair each trustees' meeting at which he is present. If there is no chairman, or if the chairman is unwilling to chair the trustees' meeting or is not participating in the meeting within ten minutes after the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

18 **Casting vote**

- 18.1 If the numbers of votes for and against a proposal are equal, the chairman or other trustee chairing the meeting has a second or a casting vote.
- 18.2 Article 18.1 does not apply if, in accordance with the Articles, the chairman or other trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

19 **Authorisation of trustees' conflicts of interest**

- 19.1 The duty to avoid conflicts of interest in s.175 of the 2006 Act shall not apply in relation to the following descriptions of transaction or arrangement:
- 19.1.1 any existing or proposed contract or arrangement for the employment or remuneration of a trustee by the Charity, provided that the contract or arrangement is permitted under Article 6, or would be so permitted if it was entered into;
- 19.1.2 any existing or proposed appointment of a trustee to office as a director of a wholly-owned subsidiary of the Charity, provided that due account has been taken of any guidance issued by the Commission from time to time regarding the appointment of charity trustees as directors of trading subsidiaries; or
- 19.1.3 the payment of rent for premises demised or let by a trustee or Connected Person in accordance with Article 6.2.5 (subject to the requirements, if applicable, of s.190 of the 2006 Act and the requirement for the consent of the Commission under s.201 or s.202, as applicable, of the 2011 Act).
- 19.2 If a Conflict Situation arises, the trustees may authorise it for the purposes of s.175(4)(b) of the 2006 Act by a decision of the trustees made in accordance with these Articles.
- 19.3 Any authorisation made for the purposes of this Article 19 shall be effective only if:
- 19.3.1 any requirement as to the quorum at a meeting at which the Conflict Situation is authorised is met without counting the trustee or any other trustee to whom the Conflict Situation relates; and
- 19.3.2 the Conflict Situation was authorised without any such trustee voting or would have been authorised if his or their votes had not been counted.
- 19.4 At the time of the authorisation, or at any time afterwards, the trustees may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Subject to any limitations, conditions or terms, any authorisation given by the trustees shall be deemed to be given to the fullest extent permitted by the Companies Acts.
- 19.5 Any authorisation given for the purposes of this Article may be revoked or varied at any time in the absolute discretion of the trustees.
- 19.6 A trustee shall not be in breach of the duties he owes to the Charity by virtue of ss.171-177 of the 2006 Act or otherwise because of anything done or omitted to be done in accordance with the provisions of this Article or the terms of any authorisation given by the trustees in accordance with this Article.

20 **Declaration of trustees' interests; voting and counting in the quorum**

- 20.1 Each trustee who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Charity or a transaction or arrangement that has been entered into by the Charity must comply with s.177 or s.182 of the 2006 Act, as applicable.

- 20.2 If a proposed decision of the trustees relates to:
- 20.2.1 a matter in which a trustee has, or can have, a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Charity; or
 - 20.2.2 a proposed transaction or arrangement with the Charity or a transaction or arrangement that has been entered into by the Charity, in either of which a trustee is, in any way, directly or indirectly, interested,
- that trustee is not to be counted as participating in the decision-making process for quorum or voting purposes. Further, a trustee must absent himself from any discussions of the trustees regarding any such proposed decision.
- 20.3 If, however, Article 20.4 applies, a trustee 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 (and is not required to absent himself from any discussions of the trustees regarding any such proposed decision).
- 20.4 This Article 20.4 applies when:
- 20.4.1 the Charity by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a trustee from being counted as participating in the decision-making process; or
 - 20.4.2 the trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 20.5 In this Article 20, references to proposed decisions and decision-making processes include any trustees' meeting or part of a trustees' meeting.
- 20.6 Subject to Article 20.7, if a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee 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 trustee other than the chairman is to be final and conclusive.
- 20.7 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 trustees 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.
- 21 **Records of decisions to be kept**
- The trustees must ensure that the Charity keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees.
- 22 **Trustees' discretion to make further rules**
- Subject to these Articles, the trustees 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 trustees.
- 23 **Appointing trustees**
- 23.1 Any person who is willing to act as a trustee, and is permitted by law to do so, may be appointed to be a trustee:
- 23.1.1 by ordinary resolution; or
 - 23.1.2 if there are no members, by a decision of the trustees.

23.2 Trustees shall be appointed for an initial five year term (the “**Initial Term**”). Upon the lapse of the Initial Term, the Initial Term may be extended for successive terms of three years (each such term being a “**Renewal Term**”) at the discretion of the members, or, if there are no members, the other trustees. There shall be no limit on the number of Renewal Terms by which an Initial Term may be extended.

23.3 In any case where, as a result of death, the Charity has no members and no trustees, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a trustee.

23.4 For the purposes of Article 23.2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

24 **Termination of trustee's appointment**

24.1 A person ceases to be a trustee as soon as:

24.1.1 that person ceases to be a trustee by virtue of any provision of the 2006 Act or is prohibited from being a trustee by law;

24.1.2 that person is disqualified from acting as a charity trustee under s.178 of the 2011 Act;

24.1.3 that person becomes a Bankrupt;

24.1.4 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 trustee and may remain so for more than three months or that person otherwise becomes a Patient;

24.1.5 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;

24.1.6 the trustees resolve, by a vote in favour by all the other trustees (and not merely those present at the meeting) that he be removed as trustee;

24.1.7 notification is received by the Charity from the trustee that the trustee is resigning from office, and such resignation has taken effect in accordance with its terms.

24.2 In addition and without prejudice to the provisions of s.168 of the 2006 Act, the Charity may by ordinary resolution remove any trustee before the expiration of his period of office and may by ordinary resolution appoint another trustee in his place.

25 **Appointment of trustees to other offices**

The trustees may appoint one or more of their number to any honorary office of the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an honorary office shall terminate if he ceases to be a trustee, unless the trustees resolve otherwise.

26 **Members and applications for membership**

26.1 The subscriber to the memorandum is the first member of the Charity.

26.2 Any other individual or organisation may be admitted as a member if:

26.2.1 that person has completed an application for membership in a form approved by the trustees;

- 26.2.2 the members have approved the application by special resolution; and
- 26.2.3 the application is in accordance with any Rules then in force in relation to membership of the Charity.
- 26.3 If there are no members, the trustees may approve the application in accordance with Article 26.2.2 in place of the members.
- 27 **Termination of membership**
 - 27.1 A member may withdraw from membership of the Charity by giving seven days' notice to the Charity in writing.
 - 27.2 A person's membership terminates when:
 - 27.2.1 that person dies or ceases to exist; or
 - 27.2.2 the member resigns by written notice to the Charity unless, after the resignation, there would be no remaining members.
 - 27.3 A member may transfer his membership to another individual or organisation by signing an instrument of transfer in any usual form or in any form approved by the trustees (contingent or otherwise) and depositing such document at the registered office of the Charity.
 - 27.4 Following deposit of the instrument of transfer at the registered office, the trustees shall, as soon as reasonably practicable, register the transferee in the register of members of the Charity and notify the transferee of the date he becomes a member.
 - 27.5 The trustees shall refuse to register a transfer which is made for any consideration whether valuable or nominal.
 - 27.6 No fee shall be charged for registering the transferee in the register of members.
 - 27.7 When a member dies or becomes bankrupt (if an individual) or goes into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company (if a company), the membership shall automatically pass to the personal representatives, trustee in bankruptcy, supervisor, receiver, administrator or administrative receiver (as appropriate) who may transfer such membership rights in accordance with the procedure set out in Article 27.3.
- 28 **Written resolutions**
 - 28.1 A resolution may be proposed and passed as a written resolution in accordance with Part 13 Ch 2 of the 2006 Act.
 - 28.2 An ordinary resolution is passed as a written resolution if it is passed by members representing a simple majority of the total voting rights of eligible members (as determined in accordance with s.289 of the 2006 Act).
 - 28.3 A special resolution is passed as a written resolution if it is passed by members representing not less than 75 per cent of the total voting rights of eligible members (as determined in accordance with s.289 of the 2006 Act).
- 29 **Notice of general meetings**
 - 29.1 Subject to Article 29.2, a general meeting of the Charity must be called by notice of at least 14 clear days.
 - 29.2 A general meeting may be called by shorter notice than that required by Article 29.1 if shorter notice is agreed to by a majority in number of the members having a right to attend and vote

at the meeting, being a majority who together represent not less than 90 per cent of the total voting rights of all the members.

- 29.3 Notice of a general meeting must comply with Part 13 Ch 3 of the 2006 Act including:
- 29.3.1 stating the time, date and place of the meeting;
 - 29.3.2 stating the general nature of the business to be dealt with at the meeting; and
 - 29.3.3 a statement informing the member of his rights under s.324 of the 2006 Act to appoint a proxy.
- 29.4 Notice of a general meeting must be sent to every member of the Charity and every trustee.
- 29.5 Any accidental failure to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, one or more persons shall be disregarded for the purpose of determining whether notice of the meeting is duly given.

30 **Attendance and speaking at general meetings**

- 30.1 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.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
- 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 30.2.2 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.
- 30.3 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 30.4 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.
- 30.5 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.

31 **Quorum for general meetings**

- 31.1 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.
- 31.2 Save as set out in Article 31.3, two qualifying persons present at a meeting are a quorum, unless:
- 31.2.1 each is a qualifying person only because he is authorised under s.323 of the 2006 Act to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or
 - 31.2.2 each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.
- 31.3 In the event that the Charity has only one member, one qualifying person present at a meeting is a quorum.

- 31.4 For the purposes of this Article, a “**qualifying person**” means:
- 31.4.1 an individual who is a member of the Charity;
 - 31.4.2 a person authorised under s.323 of the 2006 Act (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting;
 - 31.4.3 a person appointed as proxy of a member in relation to the meeting.
- 32 **Chairing general meetings**
- 32.1 The chairman shall chair general meetings if present and willing to do so.
- 32.2 If the chairman is unwilling to chair the meeting or is not present within ten minutes after the time at which a meeting was due to start:
- 32.2.1 the trustees present; or
 - 32.2.2 (if no trustees are present), the meeting,
- must appoint a trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 32.3 The person chairing a meeting in accordance with this Article is referred to as “**the chairman of the meeting**”.
- 33 **Attendance and speaking by trustees and non-members**
- 33.1 Trustees may attend and speak at general meetings, whether or not they are members.
- 33.2 The chairman of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.
- 34 **Adjournment**
- 34.1 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.
- 34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 34.2.1 the meeting consents to an adjournment; or
 - 34.2.2 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.
- 34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the chairman of the meeting must:
- 34.4.1 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 trustees; and
 - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 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 seven clear days’ notice of it:

- 34.5.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - 34.5.2 containing the same information which such notice is required to contain.
- 34.6 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.
- 35 **Voting: general**
- 35.1 On a vote on a show of hands or on a poll, each member who (being an individual) is present in person or by a proxy or (being a body corporate) is present by a representative or by a proxy shall have one vote. On a vote on a written resolution, each member shall have one vote.
- 35.2 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 these Articles.
- 36 **Errors and disputes**
- 36.1 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.
- 36.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.
- 37 **Poll votes**
- 37.1 A poll on a resolution may be demanded 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.
- 37.2 A poll may be demanded by:
 - 37.2.1 the chairman of the meeting;
 - 37.2.2 two or more persons having the right to vote on the resolution; or
 - 37.2.3 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.
- 37.3 A demand for a poll may be withdrawn if:
 - 37.3.1 the poll has not yet been taken; and
 - 37.3.2 the chairman of the meeting consents to the withdrawal.
- 38 **Procedure on a poll**
- 38.1 Subject to these Articles, polls at general meetings must be taken when, where and in such manner as the chairman of the meeting directs.
- 38.2 The chairman of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 38.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 38.4 A poll on:
 - 38.4.1 the election of the chairman of the meeting, or

- 38.4.2 a question of adjournment,
must be taken immediately.
- 38.5 Other polls must be taken within 30 days of their being demanded.
- 38.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 38.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 38.8 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.
- 39 **Content of proxy notices**
- 39.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 39.1.1 states the name and address of the member appointing the proxy;
- 39.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- 39.1.4 is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 39.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 39.3 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.
- 39.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 39.4.1 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
- 39.4.2 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.
- 40 **Delivery of proxy notices**
- 40.1 Any notice of a general meeting must specify the address or addresses ("**proxy notification address**") at which the Charity or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- 40.2 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.
- 40.3 Subject to Articles 40.4 and 40.5, a proxy notice must be delivered to a proxy notification address not less than 24 hours before the general meeting or adjourned meeting to which it relates.
- 40.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.

- 40.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:
- 40.5.1 in accordance with Article 40.3; or
 - 40.5.2 at the meeting at which the poll was demanded to the chairman of the meeting, company secretary (if any) or any trustee.
- 40.6 The trustees may, in their sole discretion, determine from time to time that in calculating the periods referred to in Articles 40.3 and 40.4 no account shall be taken of any part of a day that is not a working day.
- 40.7 A proxy notice which is not delivered in accordance with Articles 40.3, 40.4 or 40.5 shall be invalid unless the trustees, in their sole discretion, accept the proxy notice at any time before the meeting.
- 40.8 An appointment under a proxy notice may be revoked by delivering to a proxy notification address a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 40.9 A notice revoking a proxy appointment only takes effect if it is delivered before:
- 40.9.1 the start of the meeting or adjourned meeting to which it relates; or
 - 40.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 40.10 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence, satisfactory to the trustees, of the authority of the person who signed it to do so on the appointor's behalf.
- 40.11 If more than one proxy notice is delivered by the same appointing member for the purposes of the same meeting, the proxy notice last delivered shall prevail in conferring authority on the person named in the notice to attend the meeting and vote. A proxy notice in electronic form found by the Charity to contain a computer virus shall not be accepted by the Charity and shall be invalid.
- 41 Amendments to resolutions**
- 41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 41.1.1 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
 - 41.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 41.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 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.

42 Communications

42.1 The company communications provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts but to be sent or supplied pursuant to these Articles:

42.1.1 by or to the Charity; or

42.1.2 by or to the trustees acting on behalf of the Charity.

42.2 The provisions of s.1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the Charity as if the words "and the Articles" were inserted after the words "the Companies Acts" in ss.1168(1) and 1168(7).

42.3 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the Charity to its members under the Companies Acts or pursuant to these Articles as if:

42.3.1 in s.1147(2) the words "or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom" were inserted after the words "in the United Kingdom";

42.3.2 in s.1147(3) the words "48 hours after it was sent" were deleted and replaced with the words "when sent, notwithstanding that the Charity may be aware of the failure in delivery of such document or information.";

42.3.3 a new s.1147(4)(A) were inserted as follows:

"Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Charity is able to show that it was properly addressed and sent at the cost of the Charity, it is deemed to have been received by the intended recipient when delivered.";

42.3.4 s.1147(5) were deleted.

42.4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by s.1147(3) of the 2006 Act and that the document or information was sent or supplied.

43 Members with non-UK addresses

43.1 No member shall be entitled to have a document or information delivered to him in hard copy at any postal address not within the United Kingdom. Any member whose registered address is not within the United Kingdom may, by notice in writing, supply to the Charity:

43.1.1 a postal address within the United Kingdom for the sending or supplying of any document or information in hard copy including, where applicable, any notification that a document or information is available on a website;

43.1.2 an address for the sending or supplying of any document or information by electronic means.

Any such postal address shall, for the purpose of the sending or supplying of any document or information, be deemed to be the member's registered address.

43.2 A member who has no registered address within the United Kingdom and has not given notice pursuant to Article 43.1 shall not be entitled to receive any document or information from the Charity unless the trustees have agreed to communicate with him by communication to such registered address.

44 Failure to notify contact details

44.1 If the Charity sends two consecutive documents or pieces of information to a member over a period of not less than 12 months and:

44.1.1 each of them is returned undelivered; or

44.1.2 the Charity receives notification that neither of them has been delivered;

that member ceases to be entitled to receive documents or information from the Charity.

44.2 A member who has ceased to be entitled to receive documents or information from the Charity shall become entitled to receive documents or information again by sending the Charity:

44.2.1 a new address to be recorded in the register of members; or

44.2.2 if the member has agreed that the Charity should use a means of communication other than sending things to such an address, the information that the Charity needs to use that means of communication effectively.

45 Seals

45.1 Any common seal may only be used by the authority of the trustees.

45.2 The trustees may decide by what means and in what form any common seal is to be used.

45.3 Unless otherwise decided by the trustees, 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.

45.4 For the purposes of this Article, an authorised person is:

45.4.1 any trustee of the Charity; or

45.4.2 any person authorised by the trustees for the purpose of signing documents to which the common seal is applied.

46 Accounts and other records

46.1 Except as provided by law or authorised by the trustees 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.

46.2 Accounts shall be prepared, where required, in accordance with the Companies Acts and submitted to the Commission, where required, in accordance with the 2011 Act.

47 Annual filings

The trustees shall comply with their obligations under the 2011 Act with regard to the preparation of an annual report and an annual return and the submission of such documents to the Commission.

48 Indemnities and funding of defence proceedings

48.1 This Article 48 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the 2006 Act and any such indemnity is limited accordingly. This Article 48 is also without prejudice to any indemnity to which any person may otherwise be entitled.

48.2 The Charity

48.2.1 shall indemnify every person who is a trustee of the Charity, and shall keep indemnified each such person after he ceases to hold office; and

48.2.2 may indemnify any other person who is an officer (other than an auditor) of the Charity;

in each case out of the assets of the Charity from and against any loss, liability or expense incurred by him or them in relation to the Charity by reason of his being or having been a trustee or other officer of the Charity.

48.3 The trustees may, subject to the provisions of the 2011 Act and the 2006 Act, exercise the powers conferred on them by ss.205 and 206 of the 2006 Act and s.175 of the 2006 Act (duty to avoid conflicts of interest) shall not apply in relation to any such transaction or arrangement.

49 Rules

49.1 The trustees may from time to time make such rules as they may deem necessary, expedient or convenient for the proper conduct and management of the Charity; and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

49.1.1 the admission of members (including the admission of organisations to membership) and the terms and conditions of membership;

49.1.2 the conduct of members in relation to one another, and to the Charity's employees;

49.1.3 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;

49.1.4 the procedure at general meetings and meetings of the trustees and committees appointed by and including one or more of the trustees in so far as such procedure is not regulated by the Articles or the Companies Acts; and

49.1.5 generally, all such matters as are commonly the subject matter of company rules.

49.2 No Rule shall be effective if it would be inconsistent with, or would affect or repeal anything contained in, the Articles. Subject to that, any Rule shall be binding on the members and the trustees shall adopt such means as they think sufficient to bring the Rules to the notice of the members.

50 Amendments

The 2011 Act provides that amendments shall not be made to provisions relating to the matters dealt with in Articles 3, 4.18, 5, 6, 48 or 51 without the prior written consent of the Commission.

51 Dissolution

51.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, such remaining property shall not be paid to or distributed among the members of the Charity, but shall be transferred to one or more Qualifying Charities nominated in writing by the members, acting by majority, before or at the time of the Charity's winding-up or dissolution, and if more than one then in such shares as shall be so nominated by the members. Subject to any such nomination the remaining property shall be applied for exclusively charitable purposes as directed by the Commission, and subject to that as directed by the courts of England and Wales.

51.2 For the purposes of this Article 51, **Qualifying Charity** means a charity, as defined by Part 1 of the 2011 Act, having objects similar to or falling within the Objects, the governing document

of which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Charity by the Articles.