

The Lord's Taverners Limited

Company Number 582579

Extract from the Minutes of the Annual General Meeting held on Friday March 27th 2015

At the above Annual General Meeting the following Special Resolution was put to the Members

"That the regulations enclosed with the Notice of the Meeting be adopted as the articles of association of the Charity in substitution for, and to the exclusion of, the existing articles of association of the Charity "

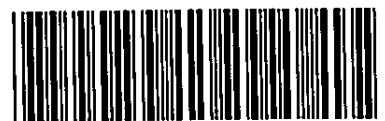
This resolution was duly passed by the Members at the AGM

Certified as a true record



Peter Sigler
Honorary Legal Adviser to The Lord's Taverners Limited

WEDNESDAY



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COMPANIES HOUSE

Company Number: 00582579

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE & NOT HAVING A SHARE CAPITAL

(adopted by Special Resolution dated 27th March 2015)

ARTICLES OF ASSOCIATION
of
THE LORD'S TAVERNERS LIMITED

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Article	Contents	Page
1	INTERPRETATION	2
2	GENERAL.....	3
3	MEMBERS.....	7
4	GENERAL MEETINGS	8
5	NOTICE OF GENERAL MEETINGS.....	8
6	PROXIES	9
7	PROCEEDINGS AT GENERAL MEETINGS	9
8	VOTES OF MEMBERS	11
9	TRUSTEES	11
10	POWERS & DUTIES OF THE TRUSTEES	11
11	REMOVAL & DISQUALIFICATION OF TRUSTEES	14
12	APPOINTMENT & RETIREMENT OF TRUSTEES.....	15
13	PROCEEDINGS OF THE TRUSTEES	17
14	TRUSTEES' INDEMNITY INSURANCE.....	18
15	HONORARY OFFICERS & HONORARY MEMBERS	19
16	SECRETARY	19
17	ACCOUNTS.. ..	19
18	AUDIT	19
19	ANNUAL REPORT	19
20	ANNUAL RETURN	19
21	NOTICES	19
22	INDEMNITY	20

1 INTERPRETATION

- 1.1 Unless the context otherwise requires, the following definitions and rules of interpretation apply in these Articles

Act	The Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force
Appointed Trustees	Has the meaning given in Article 9.1
Articles	These articles of association of the Charity
Charity	The company governed by these Articles, the name of which is The Lord's Taverners Limited
Bye-laws	Has the meaning given in Article 3.1.2
Chairman	The Chairman of the Trustees, as selected by the Trustees from time to time from their number
Commission	The Charity Commission for England and Wales or any body which replaces it,
Conflicted Trustee	A Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity
Connected Person	In relation to a Trustee, a person connected with a director within the meaning of the Act or a person connected with a Charity Trustee or a trustee for a charity within the meaning of the Charities Act 2006
Elected Trustees	Has the meaning given in Article 9.1
Financial Expert	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Member	Has the meaning given in Article 3.1 and Membership shall be construed accordingly
Month	Calendar month
Office	The registered office of the Charity
Proxy Notice	Has the meaning given in Article 6.1
Secretary	The company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity including a joint, assistant or deputy secretary
Taxable Trading	Carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax,

Trustees	The directors of the Charity
United Kingdom	Great Britain and Northern Ireland
Year	The period between one Annual General Meeting and the next

- 1 2 Words importing the singular number only shall include the plural number, and vice versa Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations and unincorporated organisations Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise bear the same meaning as in the Act
- 1 3 References to **written** or **in writing** mean 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
- 1 4 Throughout these Articles, **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 For the avoidance of doubt, the system of law governing these Articles is the law of England and Wales

2 **GENERAL**

- 2 1 The Office will be situated in England
- 2 2 The objects for which the Charity is established are to provide (in the interests of social welfare) or to assist in the provision of recreational facilities for persons who are in conditions of need or hardship by reason of youth, age, disablement, social or economic circumstance
- 2 3 In furtherance of those objects but not further or otherwise the Charity may exercise the power to
- 2 3 1 raise funds and to invite and receive contributions, provided that in raising funds the Charity shall not undertake any Taxable Trading and shall conform to any statutory regulations, and in its discretion to disclaim any particular contribution,
- 2 3 2 subject to Article 2 4, employ staff, who shall not be Trustees, 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,
- 2 3 3 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity,
- 2 3 4 subject to such consents as may be required by law, manage, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects,

- 2 3 5 to support, administer or set up other charities or to establish charitable trusts for any particular purposes of the Charity and to act as trustee of any charity or special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to its objects,
- 2 3 6 subject to such consents as may be required by law, borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit,
- 2 3 7 invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Commission shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law,
- 2 3 8 establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects,
- 2 3 9 do all such things as are incidental or conducive to the attainment of the above objects or any of them provided further that nothing in this Article 2 3 shall authorise or empower the Charity to participate directly or indirectly in any activity which is not charitable according to the law for the time being in force but the whole of the property and funds of the Charity shall at all times be used and applied for such purposes only as are charitable in accordance with such law,
- 2 3 10 co-operate with other bodies,
- 2 3 11 make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Trustees
- 2 3 12 set aside funds for special purposes or as reserves against future expenditure,
- 2 3 13 deposit or invest in funds in any manner (but to invest 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),
- 2 3 14 delegate the management of investments to a Financial Expert, but only on terms that
- 2 3 14 1 the investment policy is set down in writing for the Financial Expert by the Trustees,
- 2 3 14 2 every transaction is reported promptly to the Trustees or to any committee to which this task is delegated by the Trustees,

- 2 3 14 3 the performance of the investments is reviewed regularly by the Trustees or by any committee to which this task is delegated by the Trustees,
- 2 3 14 4 the Trustees are entitled to cancel the delegation arrangement at any time,
- 2 3 14 5 the investment policy and the delegation arrangement are reviewed at least once a Year,
- 2 3 14 6 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
- 2 3 14 7 the Financial Expert must not do anything outside the powers of the Trustees,
- 2 3 15 arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required,
- 2 3 16 insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 2 3 17 pay for indemnity insurance for the Trustees in accordance with Article 2 4 8,
- 2 3 18 establish or acquire subsidiary companies to assist or act as agents for the Charity, and
- 2 3 19 do anything else within the law which promotes or helps to promote the objects of the Charity,

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

- 2 4 The income and property of the Charity, shall be applied solely towards the promotion of its objects as set forth in this Article 2 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members, provided that (subject to compliance with Article 10 6) nothing in this Article 2 4 shall prevent any payment in good faith by the Charity

- 2 4 1 of reasonable and proper remuneration to any Member, officer or servant of the Charity not being a Trustee for any services rendered to the Charity,
- 2 4 2 of interest on money lent by any Member, officer or servant of the Charity at a reasonable and proper rate not exceeding 2 per cent below the published base lending rate of a clearing bank to be selected by the Trustees,
- 2 4 3 of reasonable and proper rent for premises demised or let by any Member, officer or servant of the Charity or a Trustee,
- 2 4 4 to any Trustee of reasonable out-of-pocket expenses,
- 2 4 5 to any company of which a Trustee may be a member and in which such member shall not hold more than one per cent of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment,
- 2 4 6 in exceptional cases, of other payments or benefits (but only with the written consent of the Commission in advance and subject, where required by the Act, to the approval or affirmation of the Members),
- 2 4 7 of payments or other material benefits in accordance with Article 2 5, and/or
- 2 4 8 of any premium in respect of any indemnity insurance to cover the liability of the Trustees which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees did not care whether it was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the Trustees,

provided that for any transaction authorised by this Article 2 4, the duty (arising under the Act) for directors to avoid a conflict of interest with the Charity shall be disapplied provided that the relevant provisions of this Article 2 4 and Article 10 6 have been complied with

- 2 5 Any Trustee or Connected Person may enter into a written contract with the Charity (stating the maximum to be paid), to supply goods or services in return for a payment or other material benefit but only if
 - 2 5 1 the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract,
 - 2 5 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 10 6, and

- 2 5 3 no more than a minority of the Trustees are subject to such a contract in any financial year
- 2 6 The liability of the Members is limited
- 2 7 Every Member undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1
- 2 8 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members, but shall be given or transferred to Fields in Trust (formerly The National Playing Fields Charity) or to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Charity under or by virtue of Article 2 4, such charitable institution or institutions to be determined by the Members at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object
- 3 **MEMBERS**
- 3 1 The following persons shall be members of the Charity (**Members**)
- 3 1 1 the Trustees, and
- 3 1 2 such other persons as are admitted to membership in accordance with the Charity's bye-laws (**Bye-laws**) made under Article 10 4
- 3 2 No person shall be admitted a Member unless his application for membership is approved by the Trustees or by any committee to which this task is delegated by the Trustees
- 3 3 The Trustees shall have the right for good and sufficient reason to reject an application for membership
- 3 4 Unless the Trustees or the Charity in general meeting shall make other provision under Article 10 4, the Trustees may in their absolute discretion permit any Member to retire
- 3 5 No paid employee whether in full or part-time employment of the Charity shall be eligible to be a Trustee during the period of their employment and for a period of two years thereafter
- 3 6 The Charity shall keep a register of Members in accordance with the Act Every Member shall sign a written consent to become a Member
- 3 7 Membership is terminated if the Member concerned
- 3 7 1 gives written notice of resignation to the Charity unless, after the resignation, there would be fewer than two members,

3 7 2 dies, or

3 7 3 is removed from Membership by resolution of the Trustees on the grounds that

3 7 3 1 the Member is six months in arrears in paying the relevant subscription (but in such a case the Member may be reinstated on payment of the amount due), or

3 7 3 2 in their reasonable opinion the Member's continued Membership is harmful to the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice)

4 GENERAL MEETINGS

4 1 The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting

4 2 The Members are entitled to attend General Meetings personally or by proxy

4 3 The Trustees may call General Meetings and, on the requisition of Members pursuant to the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom a sufficient number of Trustees to call a General Meeting any Trustee may call a General Meeting

5 NOTICE OF GENERAL MEETINGS

5 1 All General Meetings, including the Annual General Meeting and a General Meeting called for the passing of a special resolution, shall be called by at least 21 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority who together represent not less than 90 per cent of the total voting rights at the meeting of all Members

5 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. If any resolution is to be proposed as a special resolution the notice shall contain a statement to that effect. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and Article 6

5 3 The notice shall be given to all the Members, to the Charity's auditors and Honorary Legal Adviser

5 4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at any meeting

6 PROXIES

- 6 1 Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which
 - 6 1 1 states the name and address of the Member appointing the proxy,
 - 6 1 2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,
 - 6 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
 - 6 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
- 6 2 Proxy forms must be delivered to the Secretary (or such other person as the Trustees may agree from time to time) at least 24 hours before the meeting. The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 6 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
- 6 4 Unless a Proxy Notice indicates otherwise, it must be treated as
 - 6 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
 - 6 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
- 6 5 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
- 6 6 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
- 6 7 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
- 6 8 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 appointor's behalf

7 PROCEEDINGS AT GENERAL MEETINGS

- 7 1 The business of the Annual General Meeting shall include the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the auditors, the election of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors
- 7 2 No business shall be transacted at any General Meeting unless a quorum is present

when the meeting proceeds to business 25 Members present in person or by proxy shall be a quorum, or such other number being not fewer than 25 as the Charity may from time to time determine in General Meeting

- 7 3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or, if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine
- 7 4 The Chairman, if any, or in his absence some other Trustee nominated by the Trustees shall preside as chairman at every General Meeting, but if neither the Chairman, nor such other Trustee (if any) shall be present within fifteen minutes after the time appointed for holding the General Meeting and willing to preside, the Trustees present shall elect one of their number to be chairman, and if there is only one Trustee present and willing to preside he shall be chairman
- 7 5 If no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the General Meeting, the Members present and entitled to vote shall choose one of their number to be the chairman
- 7 6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting
- 7 7 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded
- 7 7 1 by the chairman, or
- 7 7 2 by at least three Members present in person or by proxy, or
- 7 7 3 by a Member or Members present in person or by proxy and representing at least 10 per cent of the total voting rights of all the Members having the right to vote at the meeting
- 7 8 Unless a poll be so demanded a declaration by the chairman of the General Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made
- 7 9 Subject to Article 7 8, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such a manner, as the chairman of the meeting shall direct, and the result of the poll be deemed to be the resolution of the meeting at

which the poll was demanded

- 7 10 No poll shall be demanded on the election of a chairman of a General Meeting, or on any question of adjournment
- 7 11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote
- 7 12 The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded

8 VOTES OF MEMBERS

- 8 1 Subject to Article 7 11, every Member shall have one vote
- 8 2 No Member shall be entitled to vote at a General Meeting unless he shall have paid every subscription and other sum (if any) which shall be due and payable to the Charity in respect of his membership
- 8 3 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered and every vote not disallowed at the General Meeting shall be valid Any objection made in due time shall be referred to the chairman of the General Meeting, whose decision shall be final and conclusive

9 TRUSTEES

- 9 1 The maximum number of Trustees shall be 12 of which nine will be elected by the Members (**Elected Trustees**) and up to three will be appointed by the Elected Trustees (**Appointed Trustees**) to ensure that the board of Trustees includes an appropriate mix of skills and experience
- 9 2 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Trustees or of the Council or any committee of the Trustees or General Meeting of the Charity or in connection with the business of the Charity
- 9 3 No person who is not a Member or an honorary Member (in accordance with the Bye-laws of the Charity referred to in Article 10 4) of the Charity shall in any circumstance be eligible to hold office as a Trustee

10 POWERS & DUTIES OF THE TRUSTEES

- 10 1 The business of the Charity shall be managed by the Trustees, who may exercise all the powers of the Charity No alteration of these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article 10 1 shall not be limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees The Trustees shall be treated as directors for the purposes of the Act
- 10 2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity shall be signed drawn,

accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine

10 3 The Trustees shall cause minutes to be made in books provided for the purpose

10 3 1 of all appointments of officers made by the Trustees,

10 3 2 of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees,

10 3 3 of all resolutions and proceedings at all meetings of the Charity, and of the Trustees and of committees of the Trustees

10 4 The Trustees may from time to time make such Bye-laws and alter and repeal them as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but not exclusively they may by such Bye-laws regulate

10 4 1 the admission of Members, the rights and privileges of such Members, the conditions of membership including any payments to be made by Members, and the terms on which Members may resign or have their membership terminated,

10 4 2 the co-operation of Members with each other, and with the Charity's paid and voluntary staff,

10 4 3 the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by these Articles,

10 4 4 the management of any property that may be acquired,

10 4 5 the establishment and conduct of local branches regions and chapters as may be necessary and appropriate,

10 4 6 the establishment of voluntary fund raising organisations

10 5 The Trustees shall adopt such means as they may deem sufficient to bring to the notice of the Members all such Bye-laws, which so long as they shall be in force shall be binding on all Members. The Trustees may, in their discretion, decide to put any proposed change to the Bye-laws to the Members for their approval in General Meeting, in which event such changes to the Bye-laws shall not be made unless approved by the Members in accordance with these Articles

Conflicts of Interest

10 6 Subject to Article 10 8, whenever a Trustee becomes a Conflicted Trustee in relation to any matter, he must

10 6 1 declare the nature and extent of his interest before discussion begins on the matter,

10 6 2 after providing any information requested by the Trustees, remain only for such part of the meeting as is in the view of the Trustees necessary to inform the debate,

- 10 6 3 not be counted in the quorum for that part of the meeting, and
- 10 6 4 withdraw during the vote and have not voted on the matter
- 10 7 If any question arises as to whether a Trustee is a Conflicted Trustee, the question shall be decided by a majority decision of the Trustees who are not Conflicted Trustees
- 10 8 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee
 - 10 8 1 to continue to participate in discussions leading to the making of a decision and or to vote, or
 - 10 8 2 to disclose information confidential to the Charity to a third party, or
 - 10 8 3 to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or to refrain from taking any step required to remove the conflict
- 10 9 Where a Trustee is in a position of conflict, he will not be in breach of his duties to the Charity if he withholds confidential information from the Charity

Authorising Conflicts of Interest

- 10 10 Subject always to Article 2 4, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, authorise, to the fullest extent permitted by law, and on such terms as they see fit
 - 10 10 1 any matter which would otherwise result in a Trustee infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity and may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties), and
 - 10 10 2 the manner in which a conflict of interest arising out of any Trustee's office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,
- such that the Conflicted Trustee may
- 10 10 3 continue to participate in discussions leading to the making of a decision and or to vote, or
 - 10 10 4 disclose information confidential to the Charity to a third party, or
 - 10 10 5 take any other action not otherwise authorised which does not involve the

receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or to refrain from taking any step required to remove the conflict

10 11 For the purpose of Article 10 10

10 11 1 the Trustee in question and any other interested Trustee are not counted in the quorum at any meeting of the Trustees at which such matter is considered or approved, and

10 11 2 it is agreed to without their voting or would have been agreed to if their votes had not been counted

10 12 If a matter, office, employment or position is considered for authorisation by the Trustees in accordance with these Articles, then

10 12 1 the Trustee shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Charity if to make such a disclosure would result in a breach of duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position, and

10 12 2 the Trustee shall absent himself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position will or may be discussed

10 13 For any transaction or arrangement properly authorised in accordance with these Articles, the relevant Trustee's duty under the Act to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Article 10 6 have been followed

10 14 A Trustee shall not, by reason of his office, be accountable to the Charity for any benefit which he derives from any matter, or from any office, employment or position, which has been authorised by the Trustees pursuant to these Articles (subject in any such case to any limits or conditions to which such approval was subject)

10 15 This Article 10 may not be amended without the prior written consent of the Commission

11 REMOVAL & DISQUALIFICATION OF TRUSTEES

11 1 A Trustee shall cease to hold office if

11 1 1 he ceases to be a Member or he becomes prohibited by law from being a director, or

11 1 2 he is disqualified from acting as a Trustee under the Charities Act 2011 or any statutory modification or re-enactment of it for the time being in force ,

11 1 3 he has a bankruptcy order made against him or he makes any voluntary arrangement with his creditors or enters into a Deed of Arrangement, or

11 1 4 he is incapable, whether mentally or physically, of managing his own affairs, or

11 1 5 he resigns his office by notice to the Charity, or

11 1 6 he shall have been absent for at least three consecutive meetings without permission of the Trustees from their meetings held during that period and the Trustees resolve that his office be vacated

11 2 No person shall be disqualified from being or remaining a Trustee by reason only of his age

12 APPOINTMENT & RETIREMENT OF TRUSTEES

12 1 With effect from the conclusion of every Annual General Meeting, one third of the Elected Trustees for the time being, or, if their number is not a multiple of three, the number nearest to one third, shall retire from office

12 2 The Elected Trustees to retire shall be those who have been in office for continuous periods of service of nine Years in aggregate and, in the event that such Trustees do not constitute one third of the Trustees as referred to in Article 12 1, the Trustees longest in office since their last election or appointment As between Elected Trustees of equal seniority (being persons who were first appointed Elected Trustees on the same day), the Elected Trustees to retire shall, in the absence of agreement, be selected from among them by lot

12 3 A retiring Elected Trustee shall be eligible for re-election save that an Elected Trustee retiring after a continuous period of service of nine Years in aggregate shall not be eligible for re-election until the third Annual General Meeting after the one at which he retires unless he was currently Chairman of the Charity in which event he will be eligible for re-election as an Elected Trustee until one Year after his period of office as Chairman expires

12 4 A retiring Elected Trustee who is not re-elected in accordance with Article 12 3 shall be eligible for re-election at any subsequent Annual General Meeting If so re-elected, such Trustee may only serve for a term of up to nine Years in aggregate calculated from the date of the commencement of his original term in office and not including the period from his retirement to his subsequent re-election

12 5 A Trustee who resigns his office shall not become eligible for re-election or appointment (if an Elected Trustee), or election or re-appointment (if an Appointed Trustee), until the third Annual General Meeting after his resignation If so elected or appointed, such Trustee may only serve for a term of up to nine Years in aggregate calculated from the date of the commencement of his original term in office and not including the period from his resignation to his subsequent election or appointment

12 6 The Charity may, at the meeting at which the Elected Trustee retires in manner aforesaid, fill the vacancy by electing a person thereto, but if the vacancy is not filled the retiring Elected Trustee shall, if willing to act and eligible for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy, or unless a resolution for the re-election of such retiring Trustee shall have been put to the meeting and lost

12 7 No person other than an Elected Trustee retiring by rotation shall be appointed or reappointed an Elected Trustee at any General Meeting unless

12 7 1 he is recommended by the Trustees, or

12 7 2 not less than 42 clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been

given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of Trustees' together with notice executed by that person of his willingness to be appointed or reappointed and (if not already a Member) to become a Member and confirming that his application is supported by at least two Members

- 12 8 A Member may propose only one person for appointment or re-appointment as an Elected Trustee at a General Meeting
- 12 9 Not less than 21 clear days before the date appointed for holding a General Meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is an Elected Trustee retiring by rotation at the meeting and is standing for re-appointment as an Elected Trustee or who is recommended by the Elected Trustees for appointment or reappointment as an Elected Trustee or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as an Elected Trustee
- 12 10 At every Annual General Meeting, each Member shall have the right to vote (either in person or by proxy) for eligible candidates standing for election or re-election as Elected Trustees. The number of candidates who receive the highest number of votes as is equal to the number of vacancies of Elected Trustees at the relevant Annual General Meeting shall be appointed Elected Trustees by the Members by way of Ordinary Resolution
- 12 11 Subject to Article 9 1, the Charity may from time to time by Ordinary Resolution appoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Trustee and may also determine in what rotation any Elected Trustees so appointed are to retire
- 12 12 In addition and without prejudice to section 168 of the Act, the Charity may by Special Resolution remove any Trustee before expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead but any person so appointed shall retain his office so long only as the person in whose place he is appointed would have held the office of Trustee if he had not been removed
- 12 13 Subject to Article 9 1, the Elected Trustees may appoint any Member who is willing to act to be an Appointed Trustee (and who may also be appointed as the Chairman) but so that the total number of Trustees shall not at any time exceed the maximum number fixed in accordance with these Articles
- 12 14 Appointed Trustees shall be appointed for a fixed term of no more than three Years and must stand down at the third Annual General Meeting after their appointment but, provided they have not served a continuous period of service of nine Years or more, may then stand for election as an Elected Trustee. An Appointed Trustee may be removed or disqualified as an Appointed Trustee under the terms of Article 11 1, or may be removed pursuant to Article 12 12 or by a simple majority of the Elected Trustees
- 12 15 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 12 16 In this Article 12, a **continuous period of service** shall include periods of service during which a Trustee has served as an Elected Trustee and/or an Appointed

Trustee and shall be calculated from the date on which the Trustee first took office (whether as an Elected Trustee or an Appointed Trustee)

13 PROCEEDINGS OF THE TRUSTEES

- 13 1 The Trustees shall hold not less than four trustee meetings each Year but, save as aforesaid, the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 13 2 At the request of a minimum of three Trustees, the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the Trustees.
- 13 3 The Trustees may appoint one of their number to be Chairman (being known as Chairman of the Charity) for a fixed term of up to two Years renewable for up to a further two Years and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it 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 be chairman of the meeting.
- 13 4 A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Trustees generally.
- 13 5 The quorum necessary for the transaction of the business of the Trustees shall be four Trustees, of whom two must be Elected Trustees. The continuing Trustees may act notwithstanding any vacancy in their body but, 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.
- 13 6 The Trustees may delegate any of their powers to committees consisting of such number of Trustees and other persons as the Trustees think fit. Such committees may include a Nominations Committee (responsible in particular for reviewing requirements for appropriate skills, knowledge and experience on the board of Trustees and for overseeing the process for appointment of new Trustees). Any such committee so formed shall in the exercise of the powers so delegated
- 13 6 1 conform to any regulations that may be imposed on it by the Trustees,
- 13 6 2 report all acts and proceedings to the Trustees as soon as reasonably practicable,
- 13 6 3 incur no expenditure other than in accordance with a budget approved by the Trustees or with specific prior approval of the Trustees, and
- 13 6 4 be chaired by any person appointed by the Trustees.
- 13 7 The meeting and proceedings of any committee formed under Article 13 6 shall be governed by these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and unless superseded by any regulations made by the Trustees.

- 13 8 All acts bona fide done by any meeting of the Trustees or of any committee, or by any Trustee or person acting as a member of a committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified from holding office, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or a member of a committee
- 13 9 The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Charity and of the Trustees and of committees and all business transacted at such meetings, and any such minutes of any meeting shall be sufficient evidence without any further proof of the facts therein stated
- 13 10 Any Trustee may participate in a meeting of the Trustees or a committee of the Trustees of which he is a member by means of a conference telephone, video conference or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Trustee chairing the meeting then is or where the Trustees decide
- 13 11 A resolution in writing signed by all the Trustees or the members for the time being of any committee entitled to receive notice of a meeting of Trustees or (as the case may be) of such a committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held and may consist of several documents in like form each signed by one or more Trustees or any committee

14 TRUSTEES' INDEMNITY INSURANCE

- 14 1 The Charity shall provide indemnity insurance to cover the liability of the Trustees
- 14 1 1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity,
- 14 1 2 to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986
- 14 2 Any such insurance in the case of Article 14 1 1 shall not extend to
- 14 2 1 any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees did not care whether it was in the best interests of the Charity or not,
- 14 2 2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees,
- 14 2 3 any liability to pay a fine

- 14 3 Any insurance in the case of Article 14 1 2 shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire such knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

15 **HONORARY OFFICERS & HONORARY MEMBERS**

The Trustees shall have power to appoint such person or persons (whether or not a Member or Members) as they shall think fit to be the President and one or more Vice-Presidents, or to be the patron or patrons of the Charity and Honorary Members. The Trustees shall also have power as they shall think fit to remove such person or persons from such positions, and to withdraw the Honorary Membership.

16 **SECRETARY**

The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

17 **ACCOUNTS**

Accounts shall be prepared in accordance with Part II of the Act and Statements of Recommended Practice issued from time to time by the Commission.

18 **AUDIT**

- 18 1 Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

- 18 2 The Trustees shall appoint auditors and regulate their duties in accordance with the Act.

19 **ANNUAL REPORT**

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

20 **ANNUAL RETURN**

The Trustees shall comply with the obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

21 **NOTICES**

- 21 1 A notice may be served by the Charity upon any Member, either

21 1 1 personally,

21 1 2 by sending it by post in a prepaid envelope, addressed to such Member at his address as it appears in the register of Members, or

- 21 1 3 if such Member has registered an email address with the Charity, by email to that address
- 21 2 Any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees and 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
- 21 3 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him at such address, shall be entitled to have notices given to him at that address but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Charity
- 21 4 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter
- 21 5 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act, such notice shall be deemed to be given on the day following that on which it is sent

22 INDEMNITY

Subject to the Act but without prejudice to any indemnity to which a Member may otherwise be entitled, every Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity