

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

**ARTICLES OF ASSOCIATION  
OF**

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**THE PHYSIOLOGICAL SOCIETY**

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**Date of Incorporation: 27 January 1937**

**Company Number: 323575**

**Charity Number: 211585**

**As amended by Special Resolutions on: [INSERT]**



**BDB PITMANS**



**COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
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**DEFINITIONS AND INTERPRETATION**

**1 Definitions and interpretation**

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

<b>Articles</b>	means these Articles of Association;
<b>Board</b>	means the Directors of the Charity;
<b>Charities Act</b>	means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force;
<b>Charity</b>	The Physiological Society;
<b>Charity Commission</b>	means the Charity Commission for England and Wales;
<b>Clear Days</b>	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>Committee Chairs</b>	means those individuals appointed as committee chairs in accordance with these Articles and the Regulations;
<b>Companies Act</b>	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
<b>Director</b>	means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are also

	Trustees;
<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in Electronic Form;
<b>Early Career</b>	means a physiologist at an early stage of their career as defined by the Directors;
<b>Electronic Form</b>	includes electronic means (for example, e-mail) or any other means while in electronic form (for example, sending a USB through the post);
<b>Member</b>	means all Voting Members and Non-Voting Members;
<b>Membership Code of Professional Conduct “The Code”</b>	means the Document that sets out expectations of conduct and behaviour of Members and outlines the additional responsibilities of those who volunteer on committees or in similar roles published by the Board from time to time;
<b>Nominations Committee</b>	means the committee of the Board established under Article 28 with delegated responsibility in relation to nominations;
<b>Non-Voting Member</b>	means a non-voting Member of the Charity as described in the Regulations and who shall not be a Voting Member of the Charity for the purposes of the Companies Act 2006;
<b>Objects</b>	the objects of the Charity as set out in Article 3;
<b>Officer</b>	includes any Director, or Senior Manager of the Charity;
<b>Ordinary Resolution</b>	means a resolution (of the Voting Members or, if applicable, a category of the Voting Members) that is passed: <ul style="list-style-type: none"> <li>(i) if a written resolution, by Voting Members representing a simple majority of the total voting rights of eligible Voting Members;</li> <li>(ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote;</li> <li>(iii) on a poll at a meeting, by Voting Members representing a simple majority of the total voting rights of Voting Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;</li> </ul>
<b>Regulations</b>	means the regulations adopted from time to time by the Directors under Article 32;
<b>Reserves Policy</b>	means the policy which explains the level of funds that the Charity has which can be freely spent on any of its Objects;
<b>Special</b>	means a resolution (of the Voting Members or, if applicable, a category of

- Resolution** the Voting Members) that is passed:
- (i) if a written resolution, by Voting Members representing not less than 75% of the total voting rights of eligible Voting Members;
  - (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote;
  - (iii) on a poll at a meeting, by Voting Members representing not less than 75% of the total voting rights of the Voting Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
- Trustee** means a trustee of the Charity and includes any person occupying the position of charity trustee, as defined in the Charities Act, by whatever name called;
- United Kingdom** means the United Kingdom of Great Britain and Northern Ireland;
- Voting Member** means a person who is admitted to membership in accordance with the Articles and any Regulations, being a member for the purposes of the Companies Act;
- Writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

1.3 All words importing the singular number shall include the plural and vice versa.

1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.

## CHARITY DETAILS

### 2 Registered office

The registered office of the Charity is to be situated in England.

## OBJECTS AND POWERS

### 3 Objects

The objects for which the Charity is established are to promote for the benefit of the public the advancement of Physiology, and facilitate the interaction of Physiologists, both at home and abroad, and thereby contribute to the progress and understanding of bio-medical and related sciences and the detection, prevention and treatment of disease, disability and malfunction of physical processes in all forms of life.

### 4 Powers

The Charity has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Charity's powers include power:

- 4.1 to provide opportunities for interchanging opinions and for discussing matters relating to research connected with Physiology and for the teaching of Physiology;
- 4.2 to operate a membership register and to require all members to abide by a code of professional conduct which shall be published, amended as necessary, and regulated by the Board;
- 4.3 to organise meetings, hold exhibitions, lectures, classes, seminars or courses either alone or with others related to Physiology;
- 4.4 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other Documents, films, recorded tapes or materials reproduced on digital media about Physiology as the Charity may from time to time determine;
- 4.5 to promote or undertake or support study or research in Physiology and disseminate the results of such;
- 4.6 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
- 4.7 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 4.8 to purchase or form trading companies alone or jointly with others;
- 4.9 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 4.10 to maintain, alter or equip for use any real or personal estate;
- 4.11 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;

- 4.12 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 4.13 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 4.14 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 4.15 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 4.16 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 4.17 to acquire or merge with any other charity formed for any of the Objects;
- 4.18 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 4.19 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 4.20 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written Reserves Policy;
- 4.21 to deposit or invest funds with all the powers of a beneficial owner;
- 4.22 to delegate the management of investments to a financial expert but only on terms that:
  - 4.22.1 the investment policy is set down in Writing for the financial expert by the Directors;
  - 4.22.2 make provision for appropriate and regular reporting obligations to the Directors or to a committee authorised by the Directors to receive such reports in respect of all transactions;
  - 4.22.3 the performance of the investments is reviewed regularly with the Directors;
  - 4.22.4 the Directors shall be entitled to cancel the delegation arrangement at any time;
  - 4.22.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 4.22.6 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 Directors on receipt; and
  - 4.22.7 the financial expert must not do anything outside the powers of the Directors;

and **financial expert** means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of his or her ability in and practical experience of financial and other matters relating to investments;

- 4.23 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a financial expert (as defined in Article 4.22) acting under their instructions and to pay any reasonable fee required;
- 4.24 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 4.25 to provide indemnity insurance to cover the liability of any Officer of the Charity:
- 4.25.1 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 he or she may be guilty in relation to the Charity but not extending to:
- (a) any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not;
  - (b) 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 Directors;
  - (c) any liability to pay a fine or regulatory penalty.
- 4.25.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 4.26 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 5 and subject to compliance with the conditions set out there;
- 4.27 subject to the provisions of Article 5 to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Charity or their dependants;
- 4.28 to enter into contracts to provide services to or on behalf of other bodies;
- 4.29 to establish subsidiary companies to assist or act as agents for the Charity;
- 4.30 to act as trustee of any trust;
- 4.31 to make any charitable donation either in cash or assets;
- 4.32 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other

public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;

- 4.33 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity.

#### **APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF VOTING MEMBERS**

### **5 Application of income and property**

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

5.2 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 Voting Members of the Charity. This does not prevent a Voting Member who is not also a Director of the Charity receiving

5.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

5.2.2 reasonable and proper remuneration for any goods or services rendered to the Charity.

A Voting Member who is also a Director may only receive a benefit, directly or indirectly, in accordance with Article 5.3 below.

5.3 A Director:

5.3.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;

5.3.2 may receive an indemnity from the Charity in accordance with Article 31;

5.3.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 4;

subject thereto no Director may receive any payment or other material benefit, directly or indirectly, from the Charity unless:

5.3.4 the payment is expressly permitted in Article 5.4 below and the conditions set out in Article 5.5 are followed; or

5.3.5 the Directors obtain the prior written approval of the Charity Commission.

5.4 A Director may directly or indirectly:

5.4.1 receive a benefit in the capacity of a beneficiary of the Charity;

5.4.2 receive fees, remuneration or other benefit in money or money's worth under a contract for the supply of goods or services to the Charity other than for acting as a Director;

- 5.4.3 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater;
- 5.4.4 receive reasonable and proper rent for premises demised or let to the Charity.
- 5.5 The authority in Article 5.4 above is subject to the following conditions being satisfied (and, in this Article, where Article 5.4 applies in respect of a Director indirectly, a relevant person is a person (other than the Director) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 5.4.2, 5.4.3 or 5.4.4 as the case may be):
- 5.5.1 the remuneration or other sums paid to or for the benefit of the Director do not exceed an amount which is reasonable in all the circumstances;
- 5.5.2 prior to any payment being made to the Director or for his or her benefit (other than in his or her capacity as a beneficiary) an appropriate written contract is concluded between the Director (or relevant person) and the Charity containing the full details of his or her duties and obligations to the Charity the amount of remuneration payable to him or her and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person;
- 5.5.3 the other Directors are satisfied that it is in the interests of the Charity to contract with that Director (or relevant person) rather than with someone who is not a Director (or relevant person). In reaching that decision the Directors shall balance the advantage of contracting with the Director (or relevant person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests);
- 5.5.4 a majority of the Directors then in office are not in receipt of such payments or benefits; and
- 5.5.5 the provisions of Article 5.6 below are observed in relation to any discussions of the Directors concerning that Director's interest, his or her remuneration or any variation of his or her remuneration.
- 5.6 This Article shall not prevent payment of a reasonable and proper amount, assessed in the manner set out in the Regulations, to any employer of a Director (referred to as 'academic support') provided that such employer shall pass no part of the payment to the Director by way of remuneration or other financial benefit and that the number of Directors who receive such academic support shall be in the minority.
- 5.7 The amount of any such academic support referred to in Article 5.6 shall be decided and reviewed by a committee of Voting Members of the Charity consisting of not less than three Honorary Members or Full Members who are not Directors such that no Director shall:
- 5.7.1 take part in any discussion relating to the level or payment of academic support; or
- 5.7.2 vote on any resolution relating to academic support.

Provided that such decisions of the Voting Members shall be ratified by the Board other than those Directors who receive academic support.

## **6 Conflicts of interests and conflicts of loyalty**

6.1 If a conflict of interests arises for a Director and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 6.2.

6.2 A conflict of interests may only be authorised under Article 6.1 if:

6.2.1 the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;

6.2.2 the procedures of Articles 6.4 and 6.5 (as the case may be) are followed in respect of the authorised conflict; and

6.2.3 the terms of Article 5 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

6.3 Where a conflict is authorised in accordance with Articles 6.1 and 6.2 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

6.3.1 to disclose information confidential to the Charity to a third party; or

6.3.2 to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

6.4 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Director concerned shall:

6.4.1 declare an interest at or before any discussion on the item;

6.4.2 withdraw from any discussion on the item save to the extent that he or she is invited expressly to contribute information;

6.4.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

6.4.4 withdraw during the vote and have no vote on the item.

6.5 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in Writing circulated to the Directors, the Director concerned shall:

6.5.1 as soon as possible declare an interest to all the other Directors;

6.5.2 not be entitled to vote on the resolution in Writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

6.6 Articles 6.4.1 to 6.4.4 and 6.5 shall not apply where the matter to be discussed is in respect of a policy of indemnity insurance as authorised in the Articles.

## **7 Limited liability of Voting Members**

7.1 All Voting Members of the Charity undertake to contribute to the assets of the Charity in the event of its being wound up while they are Voting Members or within one year after they cease to be a Voting Member. The contribution shall be no more than £1 per Voting Member and shall be solely used for:

7.2 the payment of the debts and liabilities of the Charity contracted before they ceased to be Voting Members,

7.3 the costs, charges and expenses of winding up the Charity.

Voting Members can adjust the rights of the contributories among themselves.

## **8 Surplus assets**

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 Voting Members of the Charity, but shall be given or transferred to some other institution with objects similar to the objects of the Charity, such institution to be determined by the Voting Members of the Charity at or before the time of dissolution, or in default thereof by a court of law having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

# **MEMBERSHIP**

## **9 Members**

9.1 Membership of the Charity is open to any individual who or organisation which:

9.1.1 applies to the Charity in the form required by the Directors; and

9.1.2 is approved by the Directors.

9.2 An application for Membership may be approved or rejected by the Directors and no applicant shall be admitted to Membership of the Charity unless their application for Membership has been submitted in accordance with the Regulations.

9.3 Membership is not transferable.

9.4 The Charity shall maintain a register of Voting Members.

## **10 Categories of Membership**

The Directors may establish different categories of Membership and prescribe their respective privileges and duties and set the amounts of any subscriptions and publish in the Regulations

## **11 Termination of Membership**

Membership is terminated if:

- 11.1 the Voting Member dies or, if it is an organisation, ceases to exist;
- 11.2 the Voting Member retires by written notice to the Charity;
- 11.3 any sum due from the Voting Member to the Charity has been wholly or partly outstanding for at least one month and the Charity serves notice in Writing on the Voting Member terminating the Membership. In such circumstances the termination of Membership shall take effect from the date and time when the notice is served;
- 11.4 the Voting Member has breached "The Code" and is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her Membership is terminated. Such a resolution may only be passed if in accordance with the procedure set out in the Regulations.

## **MEETINGS OF VOTING MEMBERS**

### **12 General meetings**

- 12.1 The Directors may call general meetings.
- 12.2 On the requisition of at least 5% of the Voting Members pursuant to the Companies Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Act.

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

- 13.1 General meetings shall be called by at least 14 Clear Days' notice.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Voting Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights.
- 13.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Companies Act informing the Voting Member of his or her rights regarding proxies.

13.4 Subject to the provisions of the Articles and to any restrictions imposed on any categories of Membership, notice of general meetings shall be given in any manner authorised by these Articles to:

13.4.1 every Voting Member except those Voting Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;

13.4.2 the auditor for the time being of the Charity; and

13.4.3 each Director,

and no other person shall be entitled to receive notice of general meetings.

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

13.6 A Voting Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **14 Proxies**

A Voting Member is entitled to appoint another person as his or her proxy, in accordance with the Regulations, to exercise all or any of his or her rights to attend and to speak and vote at a general meeting of the Charity.

## **15 Organisation at general meetings**

15.1 No business shall be transacted at any general meeting unless a quorum is present.

15.2 Twenty five persons entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member or a duly authorised representative of a Voting Member organisation, shall be a quorum, provided that it includes at least one Director.

## **16 Attendance and speaking at general meetings**

16.1 In determining attendance at a general meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other.

16.2 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.

## DECISIONS OF VOTING MEMBERS

### 17 Voting at general meetings

- 17.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 17.2 Unless a poll is duly demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Charity, shall be conclusive evidence of the fact. There shall be no requirement in these circumstances for proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 17.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

### 18 Votes of Voting Members

Subject to Article 17.3, every Voting Member shall have one vote.

### 19 Written resolutions

- 19.1 Save for a resolution to remove a Director before the expiration of his or her period of office or to remove an auditor before the expiration of his or her term of office, any resolution of the Voting Members may be proposed and passed as a written resolution in accordance with the Companies Act.
- 19.2 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Companies Act.

## DIRECTORS

### 20 Directors

- 20.1 The maximum number of Directors shall be 13.
- 20.2 Subject to Article 20.1, the Directors shall comprise:
- 20.2.1 General Directors, being Voting Members (the **General Directors**);
  - 20.2.2 at least one Early Career Director (the **Early Career Director(s)**);
  - 20.2.3 a maximum of three persons, not being Members (the **Independent Directors**);
  - 20.2.4 the President, President-elect (who shall usually progress to President) and Honorary Treasurer (the **Honorary Officers**); and
  - 20.2.5 any Voting Member co-opted by the Directors (the **Co-opted Directors**),

as Appointed in accordance with Article 21.

20.3 The President elect must be a Voting Member.

## **21 Appointment of Directors**

21.1 Any person who is willing to act as a Director, and is permitted by law to do so, shall, subject to Article 20, be Appointed as set out in this Article 21 and as may be further provided for in the Regulations.

21.2 The General Directors and Early Career Director shall be Appointed by a simple majority of all of the Directors entitled to attend and vote at any meeting of the Directors, provided that eligibility for such Appointments shall be limited to those nominated by the Voting Members pursuant to the relevant nomination process set out in the Regulations.

21.3 The Independent Directors shall be Appointed by a simple majority of all of the Directors entitled to attend and vote at any meeting of the Directors following recommendation of the Nominations Committee.

21.4 The Honorary Officers shall be Appointed by a simple majority of all of the Directors entitled to attend and vote at any meeting of the Directors and the process for the appointment of Honorary Officers shall be administered by the Nominations Committee and determined in the Regulations. If a person appointed to the position of an Honorary Officer is not already a General Director or an Independent Director they shall automatically be Appointed as a Director on appointment as an Honorary Officer.

21.5 The Directors may co-opt any Voting Member to fill a casual vacancy on the Board.

21.6 No Appointment of a Director may be made which would cause the number of Directors to exceed 13.

21.7 Subject to Articles 22 and 23 a Director shall hold office until his or her retirement from the Board in accordance with Article 24.

## **22 Removal of Directors**

22.1 The Charity may, by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Companies Act, remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director.

22.2 The Directors may remove any Director before the expiration of his or her period of office by a resolution at a meeting of the Directors passed by all the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:

22.2.1 the Director proposed to be removed shall have received at least 14 Clear Days' notice in Writing of the proposed resolution and the reasons for the proposal;

- 22.2.2 the Director or, at the option of the Director, the Director's representative, who need not be a Director or Voting Member, has been permitted to make representations to the meeting; and
- 22.2.3 the Directors passing the resolution determine that it is in the best interests of the Charity to do so.

### **23 Disqualification or vacation of office of Directors**

The office of Director shall be vacated if:

- 23.1 the Director ceases to be a Director by virtue of any provision of the Companies Act or becomes prohibited by law from being a Director;
- 23.2 the Director is disqualified from acting as a charity trustee by virtue of the Charities Act;
- 23.3 the Director becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 23.4 a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 23.5 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he or she would otherwise have and the Directors resolve that his or her office be vacated;
- 23.6 the Director resigns his or her office by written notice to the Charity; the Director is absent from three consecutive Directors' meetings or four non-consecutive Directors' meetings without leave and the Directors resolve that his or her office be vacated;
- 23.7 the Director is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his or her interest as required by the Companies Act or the Articles and the Directors resolve that the office be vacated;
- 23.8 the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Directors resolve that his or her office be vacated;
- 23.9 the Director fails to agree to a reasonable request by the Directors that the Director signs a declaration that they are a fit and proper person to act as such and the Directors resolve that his or her office be vacated;
- 23.10 the Director's conduct leads to the Directors deciding to make a serious incident report to the Charity Commission and the Directors resolve that his or her office be vacated; or
- 23.11 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent) and the Directors resolve that his or her office be vacated.

## **24 Retirement of Directors**

- 24.1 Each Director in office on the date these Articles come into effect shall, subject to Articles 22 and 23, hold office until the date determined by a resolution of the Directors, provided that date does not extend the Director's Appointment beyond the maximum term in office agreed by the Board for that Director prior to the adoption of these Articles, at which point they shall retire from the Board.
- 24.2 Any other Director shall be Appointed for a term of four years at the end of which he or she shall retire save for a Co-opted Director who shall hold office until the expiration of the term of office of the person causing the vacancy at which point they will be eligible to stand for Appointment as a Director.
- 24.3 A person retiring from the office of Director shall be eligible for re-Appointment but, where the retirement is at the end of a consecutive period of eight years in office, the Director shall not be eligible for re-Appointment for a further consecutive term of office.

## **25 Powers and duties of the Directors**

- 25.1 Subject to the provisions of the Companies Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.
- 25.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 25.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

## **26 Proceedings and decisions of the Directors**

- 26.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 26.2 The Directors shall usually meet four times a year.
- 26.3 A meeting of the Directors:
- 26.3.1 may be called by any Director; and
  - 26.3.2 shall, at the request of a Director, be called by the secretary (if any).
- 26.4 Notice of any meeting of the Directors must indicate:
- 26.4.1 its proposed date, time and subject matter;
  - 26.4.2 where it is to take place; and

- 26.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 26.5 Notice of a meeting of the Directors must be given to each Director, but need not be in Writing.
- 26.6 A Director can waive their entitlement to receive notice of Board meeting by giving notice to that effect to the Charity at least seven days before the date on which the meeting is to be held. Where a Director's notice to waive their entitlement to receive notice of Board meetings is not submitted at least seven days before the date on which the meeting is to be held, that does not affect the validity of the meeting, or of any business conducted at it.
- 26.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 26.8 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 26.9 In relation to the quorum for a meeting of the Directors:
- 26.9.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
- 26.9.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than a majority of the total number of Directors Appointed at any one time, and unless otherwise fixed it is the number closest to a majority of the Directors Appointed at any one time;
- 26.9.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
- (a) to appoint further Directors, or
  - (b) to call a general meeting so as to enable the Voting Members to appoint further Directors;
- 26.9.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 26.10 Questions arising at a meeting shall be decided by a majority of votes.
- 26.10.1 The Directors shall elect:
- (a) a chair from among their number and, unless they determine otherwise, that chair shall be the President;

- (b) a vice-chair from among their number and, unless they determine otherwise, that vice-chair shall be the President-elect
- 26.10.2 If at any meeting neither the chair nor the vice-chair is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair, the Directors present shall choose one of their number to chair the meeting.
- 26.10.3 In the case of an equality of votes, the chair shall have a casting vote. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.
- 26.11 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:
  - 26.11.1 there was some defect in the appointment of any such Director or person acting as a Director, or
  - 26.11.2 they or any of them were disqualified, or
  - 26.11.3 they or any of them were not entitled to vote on the matter,be as valid as if every such person had been duly Appointed and was qualified to be a Director.
- 26.12 Save for a resolution to remove a Director from office under Article 22.2, a resolution in Writing, agreed by a majority of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several Documents in like form each agreed by one or more Directors.
- 26.13 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

## **27 Delegation by Directors to the Chief Executive**

- 27.1 Directors are responsible for the appointment, dismissal and remuneration of the Chief Executive. The Directors delegate the functional responsibility for the Chief Executive's recruitment process, appraisal and remuneration to the Chair and the Appointments and Remuneration Committees, respectively.
- 27.2 The Scheme of Delegation shall set out the authority delegated by the Directors to the Chief Executive. The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

## **28 Delegation by the Directors**

- 28.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors.

- 28.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- 28.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
  - 28.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 28.3 The terms of any delegation to a committee shall be recorded in the minutes.
- 28.4 The Directors may revoke or alter a delegation.
- 28.5 All acts and proceedings of committees shall be reported to the Directors in a full and timely manner.

## **MINUTES**

### **29 Minutes**

- 29.1 The Directors shall ensure that the Charity keeps records, in Writing, comprising:
- 29.1.1 minutes of all proceedings at general meetings;
  - 29.1.2 copies of all resolutions of Voting Members passed otherwise than at general meetings;
  - 29.1.3 details of appointments of Officers made by the Directors; and
  - 29.1.4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.
- 29.2 The Directors shall ensure that the records comprising 29.1.1 and 29.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

## **ACCOUNTS**

- 29.3 The Directors shall comply with the requirements of the Companies Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:
- 29.3.1 annual reports;
  - 29.3.2 annual returns; and
  - 29.3.3 annual statements of account.
- 29.4 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Voting Members who are not Directors if the Directors so decide.

- 29.5 The Directors shall supply a copy of the Charity's latest available statement of account to any Director or Voting Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

## COMMUNICATION

### 30 Means of communication

- 30.1 Subject to the Articles, the Charity may deliver a notice or other Document to a Voting Member in accordance with any Regulations.

## INDEMNITY

### 31 Indemnity

Subject to the provisions of the Companies Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Companies Act.

## REGULATIONS

### 32 Regulations

- 32.1 The Directors may from time to time make such Regulations as they may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing categories and conditions of Membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such Regulations regulate:

- 32.1.1 the rights and privileges of Members and the conditions of Membership;
- 32.1.2 the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
- 32.1.3 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.

- 32.2 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such Regulations which, so long as they shall be in force, shall be binding on all Voting Members of the Charity provided nevertheless that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Articles.