

Companies Act 2006
Company limited by guarantee not having a share capital
Adopted by special resolution on 10 October 2020
ARTICLES OF ASSOCIATION OF
THE BRITISH STAMMERING ASSOCIATION
(Company number: 04297778)

1 Interpretation

1.1 The Articles are to be interpreted without reference to the Model Articles under the Companies Act, which do not apply to the Charity.

1.2 In the Articles, unless the context indicates another meaning:

'2005 Act' means the Charities and Trustee Investment (Scotland) Act 2005;

'2006 Regulations' means the Charities Accounts (Scotland) Regulations 2006;

'AGM' means an annual general meeting of the Charity;

'Appointed Trustee' means any Trustee other than an Elected Trustee and deemed appointed under Article 4.10(a);

'Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;

'Beneficiary' and 'Beneficiaries' means the individual or individuals who qualify as beneficiaries of the Charity in accordance with the Objects;

'Business Day' means a day, other than a Saturday, Sunday or public holiday, on which clearing banks are open for non-automated commercial business in the City of London;

'Chair' means the chair of the Trustees appointed under Article 7;

'Charities Act' means the Charities Act 2011;

'Charity Trustee' has the meaning prescribed by section 177 of the Charities Act and section 106 of the 2005 Act;

'Charity' means the Company governed by the Articles;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'Commission' means the Charity Commission for England and Wales or any body which replaces it;

'Companies Act' means as defined in section 2 of the Companies Act 2006;

'Company' means The British Stammering Association registered in England and Wales under Company number: 04297778 and whose registered office is 15 Old Ford Road, Bethnal Green, London, E2 9PJ;

'Conflict' means any situation in which a Trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest)

that conflicts or possibly might conflict, with the interests of the Charity or which conflicts or possibly might conflict with that Trustee's duty to act solely in the interests of the Charity;

'Conflicted Trustee' means a Trustee in respect of whom a Conflict exists;

'Connected Person' means, in relation to a Trustee:

- (i) a child, parent, grandchild, grandparent, brother or sister of that Trustee;
- (ii) the spouse or civil partner of that Trustee or of any person falling within (i) above;
- (iii) a person carrying on business in partnership with that Trustee or with any person falling within (i) or (ii) above;
- (iv) an institution which is controlled (whether directly or through one or more nominees):
 - (1) by that Trustee or any person falling within (i), (ii) or (iii) above or (v) below; or
 - (2) by two or more persons falling within (1) above, when taken together;
- (v) a body corporate in which:
 - (1) that Trustee or any person falling within (i), (ii) or (iii) or (iv) above or (vi) below has a substantial interest; or
 - (2) two or more persons falling within (1) above who, when taken together, have a substantial interest; or,
- (vi) a Scottish partnership in which one or more of the partners is a Trustee, or a person falling within (i) or (ii) above,

and sections 350 - 352 of the Charities Act and section 68(2) of the 2005 Act apply for the purposes of interpreting the terms used in this definition;

'Custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'Director' means a director of the Charity being also a charity trustee;

'Elected Trustee' means any Trustee elected under Article 4.17, or a Trustee appointed under Articles 4.19 and 4.20 who is designated to be an Elected Trustee;

'Electronic Means' refers:

- (i) to a document or information sent or supplied in electronic form where it is sent or supplied by electronic

means (for example by email or phone message), or by any other means while in an electronic form (for example sending a disc by post); and

- (ii) to any meeting hosted on an electronic platform (for example including, but not limited to, website addresses and conference call or video system);

For the purposes of electronic meetings, present by Electronic Means (and references to persons attending by Electronic Means) is defined as attendance at electronic meetings via the electronic platform(s) stated in the notice of such meeting.

'Financial Benefit' means a benefit, direct or indirect, which is either money or has a monetary value;

'Financial Expert' means a person who is reasonably believed by the Trustees to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;

'Financial Year' means the Charity's financial year;

'Firm' includes a limited liability partnership;

'Indemnity Insurance' has the meaning prescribed by section 189 of the Charities Act;

'Member' and 'Membership' refer to company membership of the Charity as a company law member pursuant to the Companies Act;

'Memorandum' means the Charity's Memorandum of Association;

'Model Articles' means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

'Month' means calendar month;

'Nominee Company' means a corporate body registered or having an established place of business in England and Wales or Scotland which holds title to property for another;

'Objects' means the Objects of the Charity as defined in Article 2;

'Ordinary Resolution' has the meaning given in section 282 of the Companies Act. Where applicable, 'Members' in this definition means a class of Members;

'OSCR' means the Office of the Scottish Charity Regulator or any body which replaces it;

'person(s) who stammers' means a person who has, or has had at any time since their 16th birthday, the clinical condition known as stammering or stuttering, whether overt or covert, and "people who stammer" shall be construed accordingly;

'Secretary' means a company secretary;

'Special Resolution' has the meaning given in section 283 of the Companies Act. Where applicable, 'Members' in this definition means a class of Members;

'Supplier' has the meaning given in Article 9.3;

'Taxable Trading' means 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;

'Treasurer' means the treasurer of the Trustees appointed under Article 7;

'Trustee' means a Director of the Charity and 'Trustees' means the Directors;

'Un-conflicted Trustees' means the Trustees who do not have a Conflict in relation to the matter in question;

'United Kingdom' means Great Britain and Northern Ireland, the Channel Islands and the Isle of Man;

'Vice-Chair' means the vice-chair of the Trustees appointed under Article 7;

'Written Resolution' has the meaning given in section 288 of the Companies Act; and

'written' or 'in writing' refers to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper;

'year' means calendar year.

1.2 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

1.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2 Objects

2.1 The Charity's objects are:

- (a) the relief and support of all whose lives are affected by stammering; and
- (b) to advance the education and training of the public in all matters relating to stammering.

2.2 Throughout the 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 2005 Act. For the avoidance of doubt, the system of law governing the Articles of the Charity is the law of England and Wales.

3 Powers

3.1 The Charity has the following powers, which may be exercised only in promoting the Objects:

- (a) to link together individual stammerers and existing groups of stammerers and to encourage the formation of new groups;
- (b) to undertake research into the causes and treatment of stammering and to publish the useful result of such research, or to support such research or publication;
- (c) to collect and disseminate information;
- (d) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques and other instruments, and to operate bank and other accounts in the name of the Charity;
- (e) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (f) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (g) subject to Article 8 below to employ such staff, who shall not be Trustees, as are desirable for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (h) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects, or similar charitable purposes;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (j) 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;
- (k) to deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification);
- (l) to delegate the management of investment to a Financial Expert, but only on the terms that:
 - (i) the investment policy is recorded in writing for the Financial Expert by the Trustees;
 - (ii) every transaction is reported promptly to the Trustees;
 - (iii) the performance of the investments is reviewed regularly with the Trustees;
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once each calendar year;

- (vi) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance;
- (vii) the Financial Expert must not do anything outside the powers of the Trustees;
- (m) to arrange for investments or other property of the Charity to be held in the name of a Nominee Company under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- (n) to insure any risks arising from the Charity's activities;
- (o) to provide Indemnity Insurance for the Trustees and officers of the Charity in accordance with the restrictions imposed by the Charities Act;
- (p) to do all such other lawful things as shall further the achievement of the Objects;

3.2 Subject to the provisions of the Companies Act, the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all powers of the Charity. No alteration of the 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 shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

3.3 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:

- (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- (b) to enter into contracts on behalf of the Charity.

4 The Trustees (also called Directors)

4.1 The Trustees as Charity Trustees and company directors have general control and management of the administration of the Charity and its property and funds.

4.2 The Charity must maintain a register of Trustees (which may be called a register of directors).

Number of Trustees

4.3 There shall be at least three Trustees. Any automatic termination of trusteeship under Articles 4.21(a), 4.21(b), 4.21(c), 4.21(e), 4.21(f), 4.21(h) and 4.21(j) which would result in less than three Trustees remaining shall not take effect until it will not have that result. If the number of Trustees falls below three, the remaining Trustees may only act to appoint further Trustees as required.

- 4.4 There shall be six places for Elected Trustees and accordingly the maximum number of Elected Trustees shall be six, subject to the provisions regarding the term of office of the Chair in Article 4.18.
- 4.5 No person may be appointed as a Trustee:
- (a) if they are under the age of 18;
 - (b) if they are not a Member on the date the Charity announces it is open to receive nominations for the election of Trustees in accordance with Article 4.16 to 4.17 (unless determined otherwise by a decision of the Trustees);
 - (c) if they are not a Member on the date of appointment; or
 - (d) if they are disqualified or prohibited as mentioned in Article 4.21(d), or if they have previously been removed pursuant to Article 4.21(e) (unless the Trustees decide they are no longer incapable as mentioned in Article 4.21(e)).
- 4.6 The majority of Trustees shall be persons who stammer.
- 4.7 If at any time the Trustees do not comply with Article 4.6, they may continue to act in the same way as if they complied with Article 4.6 and failure to comply with Article 4.6 shall not prejudice the validity of any acts done by a meeting of Trustees or by a committee appointed under Article 6.2.
- 4.8 At any election of Trustees where nominees are to become Elected Trustees, nominees who are people who stammer shall be considered elected in preference to other nominees (even though the latter may have more votes) to the extent necessary to ensure compliance with Article 4.6. If insufficient nominees are people who stammer or insufficient places are open for election to achieve this, all nominees who are people who stammer (or, where there are more such nominees than the number of places open for election, the relevant number of such nominees with the largest number of votes) shall be treated as elected and the number of other nominees to be treated as elected as Trustees shall be nil or such larger number if any as will leave the Trustees complying with Article 4.6. It is acknowledged that if the number of other nominees treated as elected was nil the Trustees will still not necessarily comply with Article 4.6, and if so Article 4.7 shall continue to apply until the position is remedied, whether by further application of this Article 4.8 at the next AGM or otherwise.
- 4.9 No Trustee shall be appointed under Articles 4.10 or 4.19 so as to bring the Trustees into non-compliance with Article 4.6, and so long as the Trustees are not in compliance with Article 4.6 any Trustee appointed under Articles 4.10 or 4.19 must be a person who stammers.

Appointment of Trustees

- 4.10 The people named as directors in the application to Companies House to incorporate the Charity as a company are the first Trustees. Subsequent Trustees are to be appointed either:
- (a) by the Trustees who may appoint any person to be a Trustee, either to fill a vacancy or as an addition to the existing Trustees (known as Appointed Trustees, unless designated under Article 4.19 as an Elected Trustee); or
 - (b) by the Members (known as Elected Trustees) in accordance with Articles 4.16 to 4.17.
- 4.11 A Trustee may not act as a Trustee until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee and that they are not subject to automatic termination of their trusteeship under Article 4.21.
- 4.12 Subject to the provisions of the Companies Act and to Article 8, the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.
- 4.13 Elected Trustees must retire at their third AGM following their appointment, subject to the provisions regarding the term of office of the Chair in Article 4.18, and subject to Article 4.21.
- 4.14 Appointed Trustees must retire at their fourth AGM following their appointment, subject to the provisions regarding the term of office of the Chair in Article 4.18, and subject to Article 4.21. The Trustees may specify a shorter term when appointing an Appointed Trustee.
- 4.15 Any retiring Trustee who remains eligible, if willing to act, may be re-elected or re-appointed, subject to Article 4.18.

Appointment of Elected Trustees

- 4.16 The procedure for election of Elected Trustees shall be undertaken as set out in this Article 4.16, and the Members shall have power to appoint Trustees only on such occasion and in such manner as is set out in Article 4.17:
- (a) at each AGM the two vacancies for Elected Trustees created by retirement at that meeting (or becoming open for election under Article 4.16(b) or Article 4.16(c) below) shall be filled by election according to Article 4.17. If the Chair is an Elected Trustee and would have retired at the AGM but for an extension of his term of office under Article 4.18, a vacancy shall arise when he would have retired but for the extension and not at the end of the extension;
 - (b) if an Elected Trustee ceases to hold office before they are required to retire under Article 4.13 or 4.21(b), this vacancy shall be filled by election according to Article 4.17 at the AGM at which the relevant Elected Trustee would have been required under Article 4.13 or 4.21(b) to retire (but without prejudice to the Trustees' rights under Articles 4.19 and 4.20 to fill that vacancy for the period until then);

- (c) if one or more places for an Elected Trustee to be filled at an AGM is not filled, then (without prejudice to the Trustees' rights under Articles 4.19 and 4.20), any such place shall become open for election again only at the meeting when, if a person had been elected to that place, that person would have been required to retire under Article 4.13 or 4.21(b).

4.17 Election of Elected Trustees at an AGM under this Article 4.17 shall proceed as follows:

- (a) a nomination for election as Trustee must be made by the nominee himself and must include the particulars which would if he were appointed as a Trustee be required to be included in the Charity's register of Trustees. Any such nomination must be in the hands of the Secretary or other designated officer by a date to be specified by the Trustees;
- (b) should the number of nominations received by the date specified by the Trustees not exceed vacancies to be filled at that AGM, then such nominees will be elected unopposed;
- (c) should the number of nominations exceed vacancies to be filled at that AGM, then an election, whose arrangements shall be determined and made by the Trustees, shall be conducted by a system of postal and/or voting by Electronic Means prior to that AGM;
- (d) where such a postal vote and/or vote by Electronic Means is conducted, a resolution shall be proposed to the AGM to accept the results of the vote, and where the AGM resolves to accept the results the Trustees elected according to those results shall be treated as duly appointed;
- (e) where the AGM does not resolve to accept the results of the vote, then the Trustees shall call an extraordinary general meeting (to be held within five weeks of the relevant AGM) for the purpose of electing Trustees to fill the vacancies to be filled at that AGM, and the Elected Trustees who would otherwise have retired at that meeting shall continue in office until the extraordinary general meeting;
- (f) nominations submitted in accordance with Article 4.17(a) shall remain valid (unless withdrawn), but any new nominations submitted by a nominee may be accepted provided that such submission is received by the Secretary or other designated officer (to be specified by the Trustees) not later than two Business Days before the start of the extraordinary general meeting whose date, time and location is set in accordance with Article 4.17(e);
- (g) any nominees whose submission has been validly received (under Article 4.17(a) or 4.17(f)) shall be given an opportunity to speak at the extraordinary general meeting subject to any time limit set by the Chair, and the Trustees to fill the relevant vacancies shall be elected by that meeting;
- (h) for the purpose of Article 4.13 or 4.21(b), a Trustee elected under this Article 4.17, including one elected unopposed or under Article 4.17(g), shall be treated as elected at the relevant AGM mentioned in this Article 4.17 and a place failing to fill under this Article 4.17 shall be treated as failing to fill at the AGM mentioned in this Article 4.17.

- 4.18 A person shall not be elected or otherwise appointed as a Trustee for more than two consecutive terms of office. If at the end of his/her second consecutive term of office, a Trustee holds the post of Chair, such person may continue to serve as Chair and as a Trustee until the end of his term of office as Chair. However, if prior to the end of his term of office as Chair he is removed as a trustee under Article 4.21, he will at the same time cease to be Chair. For the purposes of this Article 4.18:
- (a) terms of office are consecutive unless separated by at least one full period between consecutive AGMs in which the person was at no time a Trustee (but any postponement of retirement under Article 4.17(e) shall be disregarded); and
 - (b) a term of office means a term starting with the election or other appointment of the person as a Trustee and ending with his retirement or resignation from that post or otherwise ceasing to hold the post, whether or not he is immediately reappointed.
- 4.19 Any appointment under Article 4.10(a) may designate the appointee an Elected Trustee:
- (a) in the case of an appointment to fill a vacancy for an Elected Trustee which has failed to fill at an election under Article 4.17; or
 - (b) where the appointment states that the person is appointed in place of a particular named Elected Trustee who (and any former replacements of whom appointed under this Article) has ceased to be an Elected Trustee and whose place has not yet become open for election.
- 4.20 The following provisions shall apply in relation to an Elected Trustee appointed under Article 4.19, and in the case of an appointment under Article 4.19 the "Replacement" means the Elected Trustee appointed under Article 4.19 and the "Replacee" means the Elected Trustee who has ceased to be an Elected Trustee (ignoring any Trustee previously appointed under Article 4.19):
- (a) in the case of an appointment under Article 4.19(a), the Replacement shall retire at the relevant AGM they would have been due to retire at under Article 4.21 had they been elected when the vacancy failed to fill; and
 - (b) subject to Article 4.21 and in the case of an appointment under Article 4.19(b), the Replacement shall retire when the Replacee would have been due to retire under Article 4.13.

Retirement and removal of Trustees

- 4.21 Subject to Article 4.22, a Trustee's term of office automatically terminates if they:
- (a) reach the end of their term of office in accordance with Article 4.13;
 - (b) are required to retire under Article 4.20;
 - (c) resign by written notice to the Trustees (but only if at least three Trustees will remain in office);
 - (d) are disqualified under the Charities Act from acting as a Charity Trustee or are prohibited by law from being a director of a company, or are disqualified from

being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or Charities Act (Northern Ireland) 2008;

- (e) are, in the reasonable opinion of a majority of the other Trustees, incapable, whether mentally or physically, of managing their own affairs and are removed by a resolution of a majority of the other Trustees;
- (f) are absent without permission from consecutive meetings of the Trustees held within a period of six months and are removed by a resolution of a majority of the other Trustees;
- (g) are removed by the Members in accordance with the provisions of the Companies Act;
- (h) are removed by a resolution passed under a secret ballot by two-thirds of the other Trustees;
- (i) die; or
- (j) cease to be a Member.

4.22 Before passing any resolution under Article 4.21(e), 4.21(f) or 4.21(h) the other Trustees shall first invite the view of the Trustee concerned and have considered the matter in light of any such views.

5 Trustees' proceedings

5.1 The Trustees may regulate their proceedings as they think fit, but the Trustees must hold at least four meetings each year.

Quorum

5.2 A quorum at a meeting of the Trustees may be fixed by the Trustees from time to time, but shall not be less than one third of their number or two Trustees, whichever is greater.

Calling Trustees' meetings

5.3 A Trustee may at any time, and the Secretary (if any) must at the request of a Trustee, summon a meeting of the Trustees.

5.4 Notice of a meeting of the Trustees may be given to a Trustee personally or by word of mouth or sent in writing to them at their last known postal or email address or any other postal or email address given by them to the Charity for this purpose.

5.5 Except where there are matters demanding urgent consideration, each Trustee must be given reasonable notice of each meeting of the Trustees.

Attendance and voting at Trustees' meetings

5.6 A meeting of the Trustees (or a committee appointed under Article 6.2) may be held either in person or by suitable Electronic Means agreed by the Trustees in which all participants may communicate with all the other participants simultaneously.

5.7 The Chair, or if the Chair is not present, unable or unwilling to do so the Vice-Chair (if any), shall preside at each meeting and if neither is present, able or willing within five

minutes after the time appointed for the meeting, then some other Trustee chosen by the Trustees present shall preside at the meeting.

- 5.8 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting provided that the number of Trustees who are not Conflicted Trustees is equal to or exceeds the number set as a quorum for a meeting of the Trustees in accordance with Article 5.2. In the case of a committee appointed under Article 6.2, a resolution agreed by all the persons entitled to receive notice of a meeting of the committee, shall be as valid and effective as if it had been passed at a meeting of Trustees duly convened and held. For this purpose the resolution, either of the Trustees or a committee, may be contained in more than one document.
- 5.9 Every Trustee has one vote on each issue but, in the case of an equality of votes, the Chair of the meeting has a second or casting vote. Voting may be conducted by Electronic Means and such arrangements shall be determined and made by the Trustees.

6 Trustees' powers

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 6.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act, at such remuneration (if not a Trustee) and upon such conditions as the Trustees may think fit.
- 6.2 To delegate in writing any of their functions to committees consisting of two or more individuals appointed by them. At least two Members of every committee must be a Trustee, all proceedings of committees must be reported promptly to the Trustees and the delegation may be revoked at any time. The Trustees shall determine the powers, voting arrangements, duration and terms of reference of these committees. Any committee so formed must be dissolved at any time if one third of the Trustees demand it.
- 6.3 To delegate the day to day management of the affairs of the Charity in accordance with the directions of the Trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including, subject to Articles 8 and 9, the payment of a salary) as they think fit.
- 6.4 To make such reasonable and proper rules, regulations or bye laws for the proper conduct and management of the Charity (provided that they are consistent with the Articles and the Companies Act) and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules, regulations or bye laws regulate:
- (a) the admission and classification of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the entrance fees, subscriptions (if any) and other fees or payments to be made by Members;
 - (b) the conduct of Members of the Charity, its officers, employees, volunteers and agents in relation to one another;

- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees and committees appointed under Article 6.2 in so far as such procedure is not regulated by the articles;
 - (e) the appointment of Trustees and the appointment and removal of officers with titles; and
 - (f) generally, all such matters as are commonly the subject matter the Companies Act.
- 6.5 To appoint such advisors as the Trustees think fit to assist in carrying out their work. Such advisors may attend Trustee meetings if required but shall not have a vote.
- 6.6 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 6.7 To exercise any powers of the Charity which are not reserved to the Members.
- 7 The officers
- 7.1 An officer must be a Trustee and (except where these articles make different provision in relation to the Chair) shall cease to hold the office if he ceases to be a Trustee.
- 7.2 The officers of the Charity shall be:
- (a) the Chair;
 - (b) the Vice-Chair;
 - (c) the Treasurer.
- 7.3 The Chair and Treasurer:
- (a) shall be appointed (and removed) by the Trustees from among their number and the term of each office may commence and end at different times; and
 - (b) shall be appointed until the relevant Chair's or Treasurer's third AGM (excluding the AGM with effect from which they were appointed if applicable).
- 7.4 The Vice-Chair:
- (a) shall be appointed (and removed) by the Trustees from among their number; and
 - (b) shall be appointed until the relevant Vice-Chair's first AGM (excluding the AGM with effect from which they were appointed if applicable).
- 7.5 If a Chair, Vice-Chair or Treasurer ceases to hold office before the end of their respective term, the Trustees shall appoint a replacement from among their number to hold the office of the Chair, Vice-Chair or Treasurer who has ceased to hold office until the next AGM. At this next AGM the replacement shall retire to permit the Trustees to appoint to fill the position of a Chair, Vice-Chair or Treasurer in accordance with Articles 7.3 or 7.4.

- 7.6 A retiring Chair or Vice-Chair or Treasurer who is eligible under Article 4.21, may be reappointed:
- (a) as long as they remain appointed as a Trustee; and
 - (b) as long as the Trustees consider it would be in the best interests of the Charity for that particular Trustee to be reappointed.

8 Application of Income and Property

8.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects, but:

- (a) a Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees appointed under Article 6.2 or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration;
- (b) a Trustee may benefit from trustee Indemnity Insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act and section 68A of the 2005 Act; and
- (c) the Charity shall indemnify any Trustee or former Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.

8.2 A Trustee may not receive any benefit or payment unless it is authorised by Article 8.1 or Article 9.

8.3 Subject to Article 9, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee or Connected Person:

- (a) receiving a benefit from the Charity in the capacity of a Beneficiary of the Charity;
- (b) being employed by or entering into contracts with the Charity and receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (c) receiving interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England base rate; or
- (d) receiving rent for premises let by the Member to the Charity, provided that the amount of the rent and the other terms of the lease must be reasonable and proper.

9 Benefits and payments to Trustees and connected persons

9.1 No Trustee or Connected Person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity; or
- (d) receive any other Financial Benefit from the Charity,

unless the payment is permitted by Article 8.1 and/or Article 9.2, or authorised by the court or the prior written consent of the Commission has been obtained, or the Commission has confirmed in writing that its consent is not needed, or the payment is made in accordance with the remuneration conditions under the 2005 Act.

9.2 A Trustee or Connected Person may:

- (a) receive a benefit from the Charity in the capacity of a Beneficiary of the Charity provided that it is available generally to the Beneficiaries of the Charity;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act and section 67 of the 2005 Act;
- (c) subject to Article 9.3, provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or Connected Person;
- (d) receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England base rate;
- (e) receive rent for premises let by the Trustee or Connected Person to the Charity, provided that the amount of the rent and the other terms of the lease must be reasonable and proper, and the Conflicted Trustee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (f) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

9.3 The Charity and its Trustees may only rely upon the authority provided by Article 9.2(c) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Trustee or Connected Person supplying the goods (the "Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The Un-conflicted Trustees are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Un-conflicted Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

- (d) The Conflicted Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the Supplier with regard to the supply of goods to the Charity.
- (e) The Conflicted Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minutes.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Articles 9.2(b) to 9.2(e).

9.4 In Articles 9.2 and 9.3 the term Charity includes any company or other legal entity in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights; or
- (c) has the right to appoint one or more directors or trustees to the board of the company or other legal entity.

10 Conflicts of interest and Conflicts of loyalty

10.1 A Trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the Trustees, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

10.2 Any Trustee who is or becomes a Conflicted Trustee in relation to any matter to be discussed by the Trustees must:

- (a) absent themselves from those discussions, unless the Un-conflicted Trustees invite the Conflicted Trustee to remain in order to provide information to assist the Un-conflicted Trustees in their discussions; and
- (b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Trustees, and shall not be counted in the quorum for that part of the discussion.

10.3 Subject to the provisions of the Companies Act, and provided that they have disclosed to the other Trustees the nature and extent of any interest in accordance with Article 10.1, a Trustee may be an unpaid director or other officer of any undertaking in the same group as the Charity or in which the Charity or any undertaking in the same group as the Charity is otherwise interested. The conditions in Articles 10.1 and 10.2 apply to this authorisation.

10.4 If a Conflict arises for a Trustee because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other

provision in the Articles, the Un-conflicted Trustees may authorise that Conflict where the following conditions apply:

- (a) the Conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the Conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- (c) the Un-conflicted Trustees consider it is in the interests of the Charity to authorise the Conflict in the circumstances applying; and
- (d) the Conflict does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

10.5 Any authorisation of a Conflict under Article 10.4:

- (a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) may impose upon the Conflicted Trustee such other terms for the purposes of dealing with the Conflict as the Trustees think fit; and
- (c) may provide that, where the Conflicted Trustee obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Trustee) information that is confidential to a third party, they shall not be obliged to disclose that information to the Charity, or to use it in relation to the Charity's affairs where to do so would amount to a breach of that confidence.

10.6 Where the Un-conflicted Trustees authorise a Conflict under Article 10.4, the Conflicted Trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Un-conflicted Trustees in relation to the Conflict.

10.7 The Trustees may revoke or vary any authorisation given under Article 10.4 at any time, but this shall not affect anything done by the Conflicted Trustee prior to such revocation or variation in accordance with the terms of such authorisation.

11 Records and Accounts

11.1 The Trustees must comply with the requirements of the Charities Act, the 2005 Act, the 2006 Regulations and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies, OSCR and the Commission of information required by law including:

- (a) annual returns; and
- (b) annual reports and accounts.

11.2 The Trustees must also keep records of:

- (a) all proceedings at meetings of the Trustees, Members and committees;

- (b) all resolutions in writing;
 - (c) all reports of committees; and
 - (d) all decisions taken by Electronic Means.
- 11.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.
- 11.4 A copy of the Charity's Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act and the 2005 Act to any other person who makes a written request and pays the Charity's reasonable costs.
- 12 Membership
- 12.1 The Charity must maintain a register of Members.
- 12.2 The subscribers to the Memorandum are the first Members.
- (a) Membership is open to any individual or organisation interested in promoting the Objects (in accordance with the rules made under Article 6.4, if any) who/which:
 - (i) applies to the Charity in the form required by the Trustees; and
 - (ii) is approved by the Trustees.
 - (b) The Trustees may refuse an application for Membership if they consider that it would be in the best interests of the Charity to do so. The applicant must be provided with reasons for the refusal in writing and must be given the opportunity to respond in writing to the decision. The Trustees shall consider any such written response and shall inform the applicant in writing of their decision, which shall be final.
- 12.3 No applicant shall be admitted a Member of the Charity under the age of 16 and unless their application for Membership is approved by the Trustees or their delegate.
- 12.4 An applicant's and Member's registered address must be in the United Kingdom.
- 12.5 Membership is not transferable.
- 12.6 A person or organisation shall cease to be a Member if:
- (a) the Member resigns their Membership by notice in writing to the Charity (provided that there will be at least 3 Members thereafter);
 - (b) their address is not in the United Kingdom;
 - (c) in the case of an individual, they die;
 - (d) in the case of a corporate body, an order is made or a resolution is passed for its winding up or administration or it has a receiver appointed over all or some part of its assets;

- (e) in the case of an organisation, it ceases to exist;
- (f) no response (in the required form) from the Member is received by the Charity for a period of three years from the date that Member has been sent a written notice by the Charity requesting a response in a form required by the Charity (such a form shall be determined by the Trustees from time to time);
- (g) the Member is removed by a resolution of the Trustees that it is in the best interests of the Charity that their Membership is terminated provided that such a resolution may only be passed if:
 - (i) the Member is sent a notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (ii) the Member, or at the option of the relevant Member, their representative (who need not be a Member) has been allowed to make representations to the meeting; or
- (h) in the case of an individual, they cease to hold office as a director of the Charity by virtue of any provision of the Companies Act or are prohibited from being a director by law.

13 Irregularities

- 13.1 The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.
- 13.2 Subject to Article 13.3, all acts done by a meeting of Trustees or by a committee or by a person acting as Trustee shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Trustee or any member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.
- 13.3 Article 13.2 does not permit a Trustee or Connected Person to keep any benefit that may be conferred on them by a resolution of the Trustees or a committee of the Trustees if, but for Article 13.2, the resolution would have been void.

14 General Meetings

- 14.1 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member of the Charity may call a general meeting. The Trustees shall determine whether a general meeting is to be held and conducted either by Electronic Means or by a physical general meeting or by both.
- 14.2 Members are entitled to attend general meetings in person or, subject to the compliance with Article 16, by proxy.
- 14.3 Extraordinary meetings or general meetings are called on at least 14 clear days' written notice by the Secretary or a person so authorised and must:

- (a) specify the date time and place of the meeting;
 - (b) specify the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution;
 - (c) contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and Article 16; and
 - (d) be given to all the Members, to all the Trustees and, if any, the Charity's auditors.
- 14.4 Any general meetings called for the passing of a special resolution must be called on at least 21 clear days' written notice by the Secretary or a person so authorised and must contain the items listed above at Article 14.3.
- 14.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
- 14.6 An AGM may be called by shorter notice if it is so agreed by all of the Members having a right to attend and vote at the meeting. Any other general meetings may be called by shorter notice if it is so agreed by a majority of Members who together hold not less than 95 percent of the total voting rights.
- 14.7 No business shall be transacted at any general meeting unless a quorum is present.
- (a) A quorum is:
 - (i) ten Members present in person or by proxy or by their authorised representative and entitled to vote upon the business to be conducted at the meeting; or
 - (ii) a minimum of one third of the total membership at the time rounding up to the nearest whole number;

whichever is the lesser.
 - (b) If:
 - (i) a quorum is not present within half an hour from the time appointed for the meeting: or
 - (ii) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.
 - (c) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (d) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 14.8 Adjourned meetings:
- (a) The Members present in person or by proxy at a meeting may resolve by Ordinary Resolution that the meeting shall be adjourned.
 - (b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (c) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (d) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 14.9 At all general meetings the Chair shall preside. If there is no such Chair or if the Chair is not present within half an hour from the time appointed for the meeting or is unwilling or unable to act, the Vice-Chair (if any) shall chair the meeting, failing which the Members present and entitled to vote shall elect a Trustee to chair the meeting. The person elected shall be a Trustee if one is present and willing to act.
- 14.10 The first AGM of the Charity must be held within 18 Months after the Charity's incorporation. Following the first AGM the Charity must hold an AGM every year making sure that not more than 15 Months shall elapse between the date of one AGM of the Charity and that of the next.
- 14.11 The business to be transacted at the AGM must include Members:
- (a) receiving the accounts of the Charity for the previous Financial Year;
 - (b) receiving a written report on the Charity's activities;
 - (c) being informed of the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - (d) announcement and confirmation of the Elected Trustees to fill the vacancies arising (in accordance with Article 4.17); and
 - (e) appointing reporting accountants or auditors for the Charity.
- 14.12 Members may also from time to time if recommended by the Trustees:
- (a) confer on any individual (with his/her consent) or remove from any individual the title of Chair, Vice-Chair or Treasurer of the Charity; and
 - (b) deal with any other business put before them by the Trustees.
- 14.13 The Charity in general meeting shall have power to alter, add to or repeal the rules, regulations or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules, regulations or bye laws, which shall be binding on all Members of the Charity. Provided that no rules, regulations or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

15 Voting

- 15.1 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.
- 15.2 Voting may be conducted by Electronic Means and such arrangements shall be determined and made by the Trustees.
- 15.3 A Trustee shall be entitled to attend and speak at any General Meeting or AGM.
- 15.4 On a show of hands every Member present in person or by proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each vote exercisable by that Member.
- 15.5 Any vote of a 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 demanded. Subject to the provisions of the Companies Act, a poll may be demanded:
- (a) by the chair of the meeting; or
 - (b) by at least two Members having the right to vote at the meeting and present in person or by proxy; or
 - (c) by a Member(s) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 15.6 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Charity but it is not necessary to record the number or proportion of the votes cast.
- 15.7 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 15.8 A poll must be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the proposal at the meeting at which the poll was demanded.
- 15.9 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair of the meeting directs not being more than 30 days after the poll is demanded.
- 15.10 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- 15.11 If the poll is not taken immediately, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.
- 15.12 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the Written Resolution may be set out in more than one document.

15.13 Any organisation which is a Member of the Charity may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Charity.

16 Use of proxy by Members

16.1 A proxy can only be appointed by a written instrument, signed on behalf of the appointer, in one of the forms set out in the Schedule to these Articles or in the form otherwise approved by the Charity, as appropriate.

16.2 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified in such form as may be required by the Trustees or in some other way approved by the Members may:

- (a) be deposited (including by Electronic Means) at the office as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than two Business Days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than two Business Days after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than two Business Days before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than two Business Days after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

16.3 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.

16.4 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.

16.5 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.

16.6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

17 Limited Liability

The liability of Members is limited.

18 Guarantee

Every Member promises, if the Charity is dissolved while they remain a Member or within one year after they cease to be a member, to contribute such amount as may be required (not exceeding £1) towards:

- 18.1 payment of those debts and liabilities of the Charity incurred before they ceased to be a Member;
- 18.2 payment of the costs, charges and expenses of winding up; and
- 18.3 the adjustment of rights of contributors among themselves.

19 Communications

19.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- (a) by post;
- (b) by suitable Electronic Means as determined by the Trustees (where specific consent has been received from the Member or Trustee); or
- (c) through publication in the Charity's newsletter.

19.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

19.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by Electronic Means;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address; or if earlier,
- (d) as soon as the recipient acknowledges actual receipt.

19.4 A technical defect in service of any notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

20 Dissolution

20.1 Subject to Article 20.3, if the Charity is dissolved, any assets remaining after providing for all its liabilities must be applied in one or more of the following ways as the Trustees may decide:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or for charitable purposes which are within or similar to the Objects; or
- (c) in such other manner consistent with charitable status as the Commission and OSCR approves in writing in advance.

- 20.2 Subject to Article 20.3, this provision may be amended by special resolution but only with the prior written consent of the Commission.
- 20.3 Nothing in the Articles shall authorise an application of the assets of the Charity for purposes which are not charitable in accordance with section 7 of the 2005 Act.

Schedule

An instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual, or which the Trustees may approve):

"CHARITY NUMBER: 04297778
THE BRITISH STAMMERING ASSOCIATION

(the Charity)

Form of proxy for general meeting

BEFORE COMPLETING THIS FORM PLEASE READ THE EXPLANATORY NOTES

I,

NAME OF MEMBER
ADDRESS OF MEMBER

being a member of the Charity, appoint

NAME OF PROXY
ADDRESS OF PROXY <i>(complete in block capitals)</i>

or, if no one is named in the box as proxy, the chair of the meeting as my proxy to exercise all or any of my rights to attend and speak for me and on my behalf at the general meeting of the Charity to be held at [●insert time] on [●insert date] (and at any adjournment of the meeting) and to vote and/or abstain on the specified resolutions as indicated below, and as they think fit on any other business (including any amendments to resolutions) properly dealt with at the meeting (or adjourned meeting).

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote	FOR	AGAINST
1. [●insert text of resolution]		
2. [●insert text of resolution]		
[●insert additional boxes as necessary for other resolutions]		

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your vote to be cast. If you do not select either of the options for a resolution your proxy will vote (or abstain) as they think fit on the resolution.

SIGNATURE:
DATE:

EXPLANATORY NOTES

1. You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
2. A proxy need not be a member but must attend the meeting to represent you. If you wish to appoint the chair of the Charity to act as your proxy, you do not need to insert a name of a proxy in the space provided. If you wish to appoint someone other than the chair of the meeting to act as your proxy, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
3. To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a solicitor's certified copy), must be lodged with the Charity at 15 Old Ford Road, Bethnal Green, London, E2 9PJ or by email to [●] not later than 4 pm 72 hours before the date of the general meeting.
4. If the member is a corporation, this proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney.
5. The completion and return of this proxy form will not prevent a member from attending the meeting and voting in person (or, in the case of a corporate member, by its corporate representative attending and voting in person).
6. A member is entitled to terminate the appointment of its proxy by notifying the proxy and the Charity of the termination or by appointing a new proxy in place of the original proxy. To be effective, the notice of termination or the proxy form appointing a new proxy in place of the original proxy must be received by the Charity at 15 Old Ford Road, Bethnal Green, London, E2 9PJ or by email to [●] not later than 4 pm 72 hours before the date of the general meeting. Proxy forms received after the relevant cut-off time will be disregarded. Please contact [●insert name of relevant officer of the Charity] at [●insert contact details] to obtain additional proxy forms.
7. If more than one proxy appointment is returned in respect of the same member, the appointment last received before the latest time for the receipt of proxies (as set out in note 3) will take precedence."