

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of The British Stammering Association
(as amended)

Interpretation

1. In these articles
 - “the Charity” means the company intended to be regulated by these articles;
 - “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - “address” in relation to electronic communications includes any number or address used for the purpose of such communication;
 - “the articles” means these Articles of Association of the Charity;
 - “clear days” in relation to the period of a notice means the 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;
 - “Electronic Communication” means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of an electronic communications network or by other means but while in an electronic form;
 - “executed” includes any mode of execution;
 - “financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;
 - “the memorandum” means the memorandum of association of the Charity;
 - “office” means the registered office of the Charity;
 - “person 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;
 - “the seal” means the common seal of the Charity if it has one;
 - “secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
 - “the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);
 - “Elected trustee” means any trustee deemed appointed under Article 31, any trustee elected under Article 38, or a trustee appointed under Article 41 who is designated to be an Elected trustee;
 - “Appointed trustee” means any trustee other than an Elected trustee.
 - “the United Kingdom” means Great Britain and Northern Ireland, the Channel Islands and the Isle of Man;
 - “in writing” means written, printed or transmitted writing including by electronic communication;
 - nothing in this Constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 Charities and Trustees Investment (Scotland) Act 2005
 - references to “appointment” include reappointment (and references to “appointed” or “appoint” have a corresponding meaning);
 - words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Where these articles refer to a proportion (for example one third) of a group of people, and this proportion is not a whole number, the figure will be rounded up or down to the nearest whole number.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership (in accordance with the rules made under Article 69, if any) shall be members of the Charity. No person shall be admitted a member of the Charity under the age of 16 and unless his application for membership is approved by the trustees or their delegate.
- (2) Membership is terminated if the member concerned gives written notice of resignation to the charity, dies or (in the case of an organisation) ceases to exist.
- (3) The trustees shall have the right for what they regard to be good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the

right to be heard before a final decision is made.

A member's registered address must be in the United Kingdom. Accordingly a person shall not be admitted to membership unless he gives such an address and his membership shall terminate if he ceases to have such an address.

General Meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in any notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The business to be transacted at an annual general meeting shall include the consideration of accounts, balance sheets, and the reports of the trustees and auditors, the election of Elected trustees as provided in Articles 37 and 38, and the appointment and fixing of remuneration of the auditors.
5. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the 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.

Notice of general meetings

6. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing by the secretary or other authorised person. All other extraordinary general meetings shall be called by at least fourteen clear days' notice in writing by the secretary or other authorised person but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the trustees and auditors.
7. 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.

Proceedings at general meetings

8. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or a minimum of one third of the total number of such persons for the time being, whichever is the smaller, shall constitute a quorum.
9. If a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next but one week at the same time and place or to such other day (not earlier than that day), time and place as the trustees may determine.
10. The Chair, if any, or in his absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he shall be chair.

11. If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
12. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
13. When a meeting is adjourned for fourteen days or more or adjourned sine die, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
14. A resolution put to the 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chair; or
 - (2) by at least two members having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of that meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
16. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. 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.
17. A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he may have.
19. A poll demanded on the election of a chair 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 and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

21. Subject to Article 18, every member shall have one vote.
22. [Removed]
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
24. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
25. Any organisation which is a member of the Charity may by resolution of its Council 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 he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

26. 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 Chair in paragraph 39(1). The number of appointed trustees shall not be subject to any maximum unless otherwise determined by ordinary resolution. The minimum number of trustees shall be three. No person may be a Trustee below the age 18.
- 26a. Notwithstanding the first sentence of Article 26, the number of places for and maximum number of Elected trustees (subject to the provisions for the term of office of Chair in paragraph 39(1);
 - (a) shall initially continue to be nine after the 2008 annual general meeting; and
 - (b) shall decrease by one at each of the following three annual general meetings (or extraordinary general meetings under Article 38(4)), with a view to two vacancies for Elected trustees arising at each annual general meeting as set out in Article 37(2).
27. The majority of trustees shall be people who stammer.
28. If at any time the trustees do not comply with Article 27, they may continue to act in the same way as if they complied with Article 27 and failure to comply with Article 27 shall not prejudice the validity of any acts done by a meeting of trustees or by a committee appointed under Article 53.
29. However, when considering at any election of trustees which nominees have been elected, 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 27. 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 27. It is acknowledged that if the number of other nominees treated as elected was nil the Committee will still not necessarily comply with Article 27, and if so Article 28 shall continue to apply until the position is remedied, whether by further application of this Article 29 at the next annual general meeting or otherwise.
30. No trustee shall be appointed under Article 41 so as to bring the trustees into non-compliance with Article 27, and so long as the trustees are not in compliance with Article 27 any trustee appointed under Article 41 must be a person who stammers.
31. The first Elected trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.
32. (1) The honorary officers of the Charity shall be
 - (a) the Chair,
 - (b) the Vice-Chair, and
 - (c) the Honorary Treasurer.(2) An honorary 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. Honorary officers may be appointed and removed at any time by the trustees in accordance with any rules made for that purpose by the trustees.

Powers of trustees

33. Subject to the provisions of the Act, the memorandum and the articles of association 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 memorandum or 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.

34. 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:
- (1) 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 of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

35. [removed]
36. Subject to Articles 39(1) and 41, the Elected trustees required to retire from office at an annual general meeting shall be determined as follows:
- (1) Elected and Appointed trustees shall retire at the third annual general meeting following their appointment;
 - (2) [removed]
 - (3) an Elected trustee within Article 41(2)(a) shall retire when he would have been due to retire had he been appointed at the annual general meeting at which his place failed to fill;
 - (4) [removed]
37. The procedure for election of Elected trustees shall be undertaken as set out in this Article and Article 38 below, and the members shall have power to appoint trustees only on such occasion and in such manner as is set out in these two Articles:
- (1) [removed]
 - (2) at each annual general meeting the two vacancies for Elected trustees created by retirement at that meeting (or becoming open for election under paragraph (3) or (4) below) shall be filled by election according to Article 38;
 - (3) in the case of a casual vacancy in a place for an Elected trustee, this vacancy shall be filled by election according to Article 38 at the annual general meeting at which the relevant Elected trustee would have been required under Article 36 or 41 to retire (but without prejudice to the trustees' rights under Article 41 to fill that vacancy for the period until then);
 - (4) if one or more places for an Elected trustee to be filled at an annual general meeting is not filled, then (without prejudice to the trustees' rights under Article 41), any such place shall become open for election again only at the meeting when, if a person had been elected to that place (with less votes than anyone actually elected), that person would have been required to retire under Article 36.
38. Election of Elected trustees at an annual general meeting under this Article shall proceed as follows:
- (1) 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;
 - (2) should nominations exceed vacancies to be filled at that annual general meeting, the election shall be conducted by a system of postal and/or electronic voting, the arrangements for which shall be determined and made by the trustees, and should nominations not exceed such vacancies the nominees will be elected unopposed;
 - (3) where such a postal vote is conducted, a resolution shall be proposed to the annual general meeting to accept the results of the vote, and where the annual general meeting resolves to accept the results the trustees elected according to those results shall be treated as duly appointed;

- (4) where the annual general meeting does not resolve to accept the results of the vote, then the trustees shall call an extraordinary general meeting for the purpose of electing trustees to fill the vacancies to be filled at that annual general meeting, and the Elected trustees who would otherwise have retired at that meeting shall continue in office until the extraordinary general meeting;
- (5) the extraordinary general meeting shall be held a maximum of five weeks after the annual general meeting;
- (6) nominations previously given according to paragraph (1) shall remain valid (unless withdrawn), but any further nomination by the relevant nominee himself and including the particulars mentioned in paragraph (1) which is received by the secretary or other designated officer not later than two working days before the date of the extraordinary general meeting shall also be accepted;
- (7) nominees 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;
- (8) for the purpose of Article 36, a trustee elected under this Article, including one elected unopposed or under paragraph (7), shall be treated as elected at the relevant annual general meeting mentioned in this Article and a place failing to fill under this Article shall be treated as failing to fill at the annual general meeting mentioned in this Article.

39. (1) 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 44 or 45, he will at the same time cease to be Chair.

(2) For the purposes of this Article, terms of office are consecutive unless separated by at least one full period between consecutive annual general meetings in which the person was at no time a trustee (but any postponement of retirement under Article 38(4) shall be disregarded).

(3) For the purposes of this Article, a term of office means a term starting with the election or other appointment of the person as an Elected 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.

40. No person may be appointed as a trustee:

- (1) if he is under the age of 18;
- (2) if he is not a member; or
- (3) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 45(1) or (2).

41. (1) The trustees shall have the power at any time to appoint any person to be a trustee, either to fill a casual vacancy or as an addition to the existing trustees.

(2) Any such appointment may designate the appointee an Elected trustee (subject to the limits in Articles 26 and 30):

- (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 38; 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 paragraph) has ceased to be an Elected trustee and whose place has not yet become open for election.

(3) The following provisions shall apply in relation to an Elected trustee appointed by virtue of paragraph (2)(b) (a "Replacement"), and the "Replacee" means the Elected trustee (ignoring any trustee previously appointed under paragraph (2)(b) above) whom he directly or indirectly replaces:

- (a) the Replacement shall retire when the Replacee would have been due to retire under Article 36; and
- (b) to the intent that the Replacement take on the position of the Replacee under Article 39, in applying Article 39 to a person who is or has been a Replacement:
 - (i) the Replacement shall be treated as having a term of office beginning at the start of the Replacee's actual term of office in the post and

ending at the end of the Replacement's actual term of office pursuant to paragraph 2(b);

- (ii) any other term of office of the Replacee prior to that actual term of the Replacee shall be allocated to the Replacement;
- (iii) except as stated in paragraph (i), the Replacement's actual term of office under paragraph 2(b) and any preceding actual term of office of his shall be ignored;
- (iv) in this paragraph (b) term of office has the same meaning as in Article 39;
- (v) this paragraph (b) shall not so alter the position under Article 39 of any person except the Replacement, nor enable the Replacement to be appointed if without this paragraph (b) that would be prevented under Article 39.

- 42. Any trustee appointed under Article 41 shall hold office for a maximum of three years and shall then be eligible for re-appointment, or for election.
- 43. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

- 44. The Charity may, by ordinary resolution of which special notice has been given in accordance with Section 303 of the Act, remove any trustee before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Charity and such trustee.
- 45. A trustee shall cease to hold office if he
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by written notice to the Charity, giving four weeks' notice of his intention to resign or such lesser notice as the trustees may allow (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office is vacated;
 - (5) ceases to be a member;
 - (6) is directly or indirectly involved in any contract with the Charity and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the trustee became interested in the contract; or
 - (7) is removed from office by a resolution of the trustees. Any such resolution shall be voted on by a secret ballot and require an affirmative vote of two thirds of all trustees. The trustee concerned shall be given the opportunity of attending and speaking at the meeting at which the resolution is proposed. The trustee concerned shall cease to be a trustee immediately upon the passing of such resolution.

Trustees' expenses

- 46. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees appointed under Article 53 or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

- 47. Subject to the provisions of the Act and to Clause 5 of the memorandum, 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.

48. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

49. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit but shall meet at least four times a year. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
50. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
51. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
52. Unless he is unwilling to do so, the Chair shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.
53. The trustees may appoint one or more sub-committees, provided that at least two members of each sub-committee are trustees, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees. The trustees shall determine the powers, duration and terms of reference of these sub-committees. Any committee so formed must be dissolved at any time if one third of the trustees demand it.
54. All acts done by a meeting of trustees, or of a committee appointed under Article 53, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or other appointee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee or other appointee and had been entitled to vote.
55. The trustees may appoint such advisors as they think fit to assist in carrying out their work. Such advisors may attend their meetings if required but shall not have a vote.
56. A meeting of trustees (or of a committee appointed under Article 53) may be held either in person or by suitable electronic means agreed by the trustees (or the committee) in which all participants may communicate with all other participants.
57. A resolution in writing, signed by all trustees entitled to receive notice of a meeting of trustees or, in the case of a committee appointed under Article 53, 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 or (as the case may be) of the committee appointed under Article 53 duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees or committee members.

Secretary

58. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

59. The trustees shall keep minutes in books or electronically kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees appointed under Article 53 including the names of the trustees (and other members of committees) present at each such meeting.

The Seal

60. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

61. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

62. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

63. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

64. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
65. The Charity may give any notice to a member either personally, by electronic communication to an address provided, by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
66. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

68. (1) In the management of the affairs of the Charity no trustee shall be liable (to the extent permitted by the Act) for any loss to the property of the Charity arising by reason of:
- (a) improper investment made in good faith (so long as the trustee sought professional advice before making such investment); or
 - (b) negligence or fraud of any agent employed by any trustee in good faith (provided reasonable supervision shall have been exercised); or

- (c) any mistake or omission made in good faith by any trustee; or
- (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the trustee.

(2) Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which a trustee may otherwise be entitled, the Charity may indemnify a trustee out of the assets of the Charity against all costs and liabilities incurred by the trustee in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by the trustee save that no trustee shall be entitled to be indemnified:

- (a) for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (e) for any costs for which he has become liable in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and
- (f) for any costs for which he has become liable in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

(3) The Charity may provide funds to a trustee to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a trustee, provided that he will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

Rules

69. (1) The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity 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 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 53 in so far as such procedure is not regulated by the articles;
 - (e) the appointment of trustees and the appointment and removal by trustees of honorary officers;
 - (f) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules 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 or bye-laws, which shall be binding on all members of the Charity. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.