



INTERNATIONAL  
**MARITIME RESCUE**

Articles of Association  
of the  
International Maritime Rescue Federation

dd mm 2015

The International Maritime Rescue Federation  
is a company limited by guarantee  
incorporated in England  
and  
registered as a charity in England and Wales

**Company Registration Number 4852596**  
**Charity Registration Number 1100883**

**ARTICLES OF ASSOCIATION  
OF  
THE INTERNATIONAL MARITIME RESCUE FEDERATION**

(FORMERLY KNOWN AS THE INTERNATIONAL LIFEBOAT FEDERATION)

**INTERPRETATION**

1 In these Articles:

**“the Articles”** means these Articles of Association

**“Auditor”** means a person appointed to conduct an examination and verification of the Charity’s accounts and includes a reporting accountant appointed in accordance with the Statutes

**“Authorised Representative”** means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

**“the Board”** means the board of Trustees of the Charity who are directors of the Charity for the purposes of the CA 2006 and the Charity Trustees for the purposes of section 177 of the Charities Act 2011

**“CA 2006”** means the Companies Act 2006

**“Chairman”** means the chairman of the Board appointed from time to time

**“the Charity”** means the above-named Company

**“Charity Commission”** means the Charity Commission for England and Wales (or such other organisation as replaces it or is given authority to act as regulator for charities in England and Wales)

**“Clear Days”** in relation to the period of a notice means the period excluding that day when the notice is given or deemed to be given and the day for which it is to take effect

**“Companies Acts”** means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity

**“Electronic Communication”** means the same as in the CA 2006

**“Electronic Form”** has the meaning in section 1168(3) of the CA 2006

**“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 and Markets Act 2000

**“General Meeting”** means a general meeting of the Charity and shall include Quadrennial Meetings

**“Hard Copy”** has the meaning in section 1168(2) of the CA 2006

**“Material Benefit”** means a benefit which may not be financial but has a monetary value

- “Members”** means all the individuals and organisations admitted to the membership (of any class or category) of the Charity whether entitled to vote at General Meetings or not
- “Model Articles”** means the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles
- “Month”** means a calendar month
- “the Objects”** means the Objects of the Charity defined in Article 5 below
- “Office”** means the registered office of the Charity
- “One Per Cent Shareholding”** means an interest in shares in a company which represent no more than one per cent of the issued shares of the relevant class
- “Ordinary Members”** means the Members of the Charity having the right to speak and vote at General Meetings admitted in accordance with Article 18
- “Ordinary Resolution”** means a resolution of Members of the Charity passed by: on a show of hands at a General Meeting, a simple majority of Members who, being entitled to vote, do so in person or by proxy; or on a poll at a General Meeting, Members representing a simple majority of the total voting rights of Members who, being entitled to vote, do so in person or by proxy; or on a written resolution, a simple majority of the total voting rights of all eligible Members
- “Quadrennial Meeting”** means a General Meeting of the members, held every four Years
- “Rules and Regulations”** means the rules and regulations made under Article 62
- “Secretary”** means the Company Secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity
- “Special Resolution”** means a resolution of Members of the Charity passed by: on a show of hands at a General Meeting, a majority of at least 75% of Members who, being entitled to vote, do so in person or by proxy; or on a poll at a General Meeting, Members representing at least 75% of the total voting rights of Members who, being entitled to vote, do so in person or by proxy; or on a written resolution, members representing at least 75% of the total voting rights of all eligible Members
- “Statutes”** means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts
- “Trustee”** means a member of the Board
- “United Kingdom”** means Great Britain and Northern Ireland
- “Year”** means a calendar year

- 2 Any reference to:
- 2.1. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
  - 2.2. the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;

- 2.3. a person includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, estates, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality); and
  - 2.4. “written” or “in writing” refers to a legible document on paper including a fax message, or other electronically transmitted document.
- 3 Subject to the provisions of this article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

#### APPLICATION OF MODEL ARTICLES

- 4 The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.

#### OBJECTS

- 5 The Objects of the Charity are to prevent loss of life, to promote safety and to provide relief from disaster at sea and on inland waters throughout the world by, in particular (but not limited to):
- 5.1. promoting co-operation, exchange of information, research and development, advice and consultancy between maritime search and rescue services of the world;
  - 5.2. encouraging and promoting the formation and development of maritime search and rescue services throughout the world; and
  - 5.3. promoting public education and awareness regarding safety on water.

#### POWERS

- 6 The Charity has the following powers, which may be exercised only in promoting the Objects:
- 6.1. to operate internationally;
  - 6.2. to promote or carry out research and to engage in development;
  - 6.3. to publish or distribute information;
  - 6.4. to co-operate and confer with international, intergovernmental or other bodies throughout the world;
  - 6.5. to support, administer or set up other charitable or similar organisations throughout the world;
  - 6.6. to raise funds (but not by means of permanent trading activities, the profits of which are liable to tax) provided that no fundraising activities shall be in competition with a member organisation;
  - 6.7. to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011);
  - 6.8. to acquire or hire property of any kind;
  - 6.9. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011);
  - 6.10. to make grants or loans of money and to give guarantees;
  - 6.11. to set aside funds for special purposes or as reserves against future expenditure;
  - 6.12. to deposit or invest funds in any manner as the Trustees shall in their absolute discretion think fit to the intent that the Trustees shall have the same full and unrestricted powers of investing and transferring investments in all respects as if they were beneficially absolute owners, but to invest only after obtaining advice from a Financial Expert (unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so) and having regard to the suitability of investments and the need for diversification;
  - 6.13. to delegate the management of investments to a Financial Expert, but only on terms that:

- 6.13.1. the investment policy is set down in writing for the Financial Expert by the Trustees;
  - 6.13.2. every transaction is reported promptly to the Charity;
  - 6.13.3. the performance of the investments is reviewed regularly with the Trustees;
  - 6.13.4. the Trustees are entitled to cancel the delegation arrangement on giving reasonable notice at any time;
  - 6.13.5. the investment policy and the delegation arrangement are reviewed at least once a Year;
  - 6.13.6. all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees; and
  - 6.13.7. the Financial Expert must not do anything outside the powers of the Trustees.
- 6.14. to arrange for investments or other property of the Charity to be held in the name of a nominee (being a body corporate registered or having an established place of business in the United Kingdom or, in the case of an investment or property outside the United Kingdom, a body corporate wherever incorporated or having its place of business) under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
  - 6.15. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when appropriate;
  - 6.16. to pay the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Trustee or any other officer (other than the Auditor) of the Charity which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of that person and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against that person in their capacity as a Trustee or officer of the Charity;
  - 6.17. subject to Article 7, to employ paid or unpaid agents, staff or advisers;
  - 6.18. to insure any employee or agent against the costs of a successful defence to a criminal prosecution brought against him while acting on behalf of the Charity or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the employee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
  - 6.19. to enter into contracts to provide services to or on behalf of other bodies;
  - 6.20. to establish subsidiary companies to assist or act as agents for the Charity;
  - 6.21. to pay the costs of forming the Charity; and
  - 6.22. to do anything else within the law which promotes or helps to promote the Objects.

#### BENEFITS TO MEMBERS AND TRUSTEES

- 7 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but:
  - 7.1. Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
  - 7.2. Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
  - 7.3. Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
  - 7.4. individual Members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.

- 8 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
- 8.1. as mentioned in Articles 6.16, 7.2, 7.3 or 9;
  - 8.2. reimbursement of reasonable out-of-pocket expenses in accordance with the Rules and Regulations which have been properly incurred in running the Charity but which exclude any expenses referred to in Article 53;
  - 8.3. payment to any company in which a Trustee has no interest greater than a One Per Cent Shareholding; and
  - 8.4. in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 9 Any Trustee (or any firm or company of which a Trustee is a member (provided that his membership interest is no more than a One Per Cent Shareholding), officer or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit but only if:
- 9.1. the goods or services are actually required by the Charity;
  - 9.2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 77;
  - 9.3. no more than one half of the Trustees are so connected with such a contract in any financial year.

#### LIMITED LIABILITY

- 10 The liability of Members is limited.

#### PROCEDURE FOR CHANGE OF NAME

- 11 The Charity may change its name by a resolution of the Board.

#### MEMBERSHIP

- 12 The Charity may have any number of Members.
- 13 The Members shall be such persons or organisations as are admitted to membership (including Ordinary Members under Articles 15, 17 and 18 or any other Member admitted under Articles 15 and 17) and their names shall be entered in the register of members accordingly from time to time.
- 14 Every application for membership shall be in writing in the form required by the Trustees signed by or on behalf of the applicant in such form as the Board may from time to time determine. Each applicant will subscribe to the content of the Articles and the Rules and Regulations.
- 15 All Members shall be admitted in accordance with the criteria set out in the Rules and Regulations.
- 16 At the date of the adoption of these Articles, the following classes of membership exist:
- 16.1. Associate Member
  - 16.2. Affiliate Member
  - 16.3. Full Member
  - 16.4. Major Donor Full Member
  - 16.5. Honorary Member
  - 16.6. Individual Supporter
- 17 The Board may, if approved by Ordinary Resolution of the Charity, from time to time resolve upon the creation of other classes of Members of the Charity provided that the rights of such other classes of Members (other than Ordinary Members) do not extend to voting at General Meetings. Such categories

of membership may be under whatever title or nomenclature as the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except, other than for Ordinary Members, the right to vote at General Meetings) as may be specified in the resolution, and shall be set out in the Rules and Regulations.

- 18 Ordinary Members shall:
- 18.1. be admitted in terms of the criteria set out in the Rules and Regulations; and
  - 18.2. sign the register of members or consent in writing to become an Ordinary Member either personally or (in the case of an organisation) through an Authorised Representative.
- 19 Every Ordinary Member shall inform the Secretary of the Charity in writing of any change of name or address in order that the appropriate alterations may be made in the register of members.
- 20 Ordinary Members shall be entitled to speak and vote at General Meetings and receive communications from the Charity.
- 21 Subject to Article 22, any other Member who is not an Ordinary Member shall be entitled to receive communications from the Charity and attend General Meetings, but will not be entitled to vote at General Meetings.
- 22 Individual Supporters are only entitled to attend Quadrennial Meetings and only at the discretion of the Trustees and will not be entitled to vote.
- 23 The Board may make general provisions in the Rules and Regulations as to the criteria for subscriptions, fees and other such payments made by Members.
- 24 The Trustees may change the membership status of any Member at any time by:
- 24.1. serving Notice on the Member concerned of its intention to change the membership status, such notice to comply with Articles 92 to 97 below;
  - 24.2. inviting the Member concerned to make representations within 1 Month of the said Notice; and
  - 24.3. considering any representations made in response to such notification before making a final decision as to the Membership status.
- 25 Membership shall not be transferrable and a Member shall cease to be a Member if:
- 25.1. by Notice in writing to the Charity, the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office, provided that after any resignation the number of Members shall always be more than two;
  - 25.2. in the case of an individual, he or she dies or, in the case of an organisation, it ceases to exist;
  - 25.3. by resolution of the Trustees passed by a majority of not less than three quarters of the Trustees present, the Member is removed on the grounds that in their reasonable opinion the Member's continued membership is not in the best interests of the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 21 Clear Days after receiving the notice); and
  - 25.4. if any subscription or other sum payable from time to time by the Member is not paid on the due date and remains unpaid within 90 days of such payment being due.

## GENERAL MEETINGS

- 26 The Board may call General Meetings.
- 27 Ordinary Members representing at least 5% of the total voting rights of all Ordinary Members may require the Trustees to call a General Meeting.

## NOTICE OF GENERAL MEETINGS

- 28 All General Meetings shall be called by at least 30 Clear Days' notice, but a General Meeting may also be called by shorter notice if it is so agreed by a majority in number of Ordinary Members having a right to attend and vote at the meeting being a majority together holding not less than 90% of the total voting rights of all the Ordinary Members.
- 29 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 a Quadrennial Meeting, shall specify the meeting as such. The Notice shall also comply with the provisions of section 325(1) of the CA 2006 which requires that each Ordinary Member is informed of his right to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity. The Notice shall be given to all Ordinary Members, Trustees and the Auditors.
- 30 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

- 31 General Meetings shall be conducted in accordance with these Articles and Rules and Regulations established under Article 62 in place at the time.
- 32 Any or all of the Rules and Regulations made by the Trustees pursuant to powers given in these Articles can be set aside for the duration of a General Meeting, or otherwise amended if agreed by a simple majority of the Ordinary Members present at a General Meeting and entitled to vote.
- 33 No business other than the appointment of the chairman of the meeting shall be transacted at any General Meeting unless a quorum is present. There is a quorum at a General Meeting if the number of Ordinary Members or Authorised Representatives present to vote is at least ten per cent of the current membership entitled to vote upon the business to be transacted each being an Ordinary Member or a duly Authorised Representative of an Ordinary Member.
- 34 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such other day, time and place as the chairman of the meeting may determine, and if, at the adjourned meeting a quorum is not present or ceases to be present, then the Ordinary Member or Ordinary Members present shall be a quorum.
- 35 The Chairman if any, of the Board or in his absence some other Trustee nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor such 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 chairman of the meeting and, if there is only one Trustee present and willing to act, he shall be chairman of the meeting.
- 36 If no Trustee is willing to act as chairman of the meeting, 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 chairman of the meeting.
- 37 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak (but not vote) at any General Meeting.
- 38 The chairman of the meeting 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 any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given in any manner in which notice of a meeting may lawfully be given specifying the date, 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.



- 39 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 Statutes a poll may be demanded:
- 39.1. by the chairman of the meeting; or
- 39.2. by at least two Ordinary Members present in person or by proxy and having the right to vote at the meeting.
- 40 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 41 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman 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.
- 42 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Ordinary Members) and fix the 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.
- 43 A poll demanded on the election of a chairman of the meeting on the 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 chairman of the meeting directs. 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 results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 44 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 45 At the absolute discretion of the Board, a person entitled to be present at a General Meeting may participate by means of Electronic Communications whereby all persons participating in the meeting can understand and communicate with each other and participation in a meeting in this manner shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

## WRITTEN RESOLUTIONS

- 46 A written resolution agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Ordinary Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been circulated to every Ordinary Member and a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Ordinary Members has signified agreement to the resolution in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Ordinary Members have signified their agreement.
- 47 Neither a resolution removing a Trustee before the expiration of his period of office nor a resolution removing an Auditor before the expiration of his time in office can be passed as a written resolution.

## VOTES OF ORDINARY MEMBERS

- 48 Subject to Article 44 and 49, every Ordinary Member shall have one vote.
- 49 No Ordinary Member shall debate or vote (whether in person or by proxy) on any matter in which he is personally interested without the permission of the majority of the persons present and voting.

- 50 Any Ordinary Member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether an Ordinary Member or not) as his proxy to attend and to speak and to vote (by show of hands or poll) at a General Meeting instead of him.
- 51 The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall be in such form as the Board may in their absolute discretion direct and shall:
- 51.1. in the case of an appointment in Hard Copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which it relates; or
  - 51.2. in the case of an appointment in electronic form, be received at an address specified by or on behalf of the Charity for the purpose of receiving documents or information in electronic form:
    - 51.2.1. in, or by way of note to, the notice convening the meeting;
    - 51.2.2. in any form of proxy sent by or on behalf of the Charity in relation to the meeting; or
    - 51.2.3. in any invitation in electronic form to appoint a proxy issued by or on behalf of the Charity in relation to the meeting,  
not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
  - 51.3. in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or
  - 51.4. in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in Hard Copy form to the Chairman or to the Secretary or to any Trustee at the meeting at which the poll was demanded and in calculating the periods referred to in this Article 51.4, no account is to be taken of any part of a day which is not a working day.
  - 51.5. In default of delivery or receipt in accordance with Article 51.4, the instrument of proxy shall be invalid and no instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution.
  - 51.6. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
  - 51.7. 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 chairman of the meeting whose decision shall be final and conclusive.
  - 51.8. A vote cast or a poll demanded by a proxy shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was Executed unless notice of such shall have been received by the Charity not later than the latest time at which the proxy would need to have been delivered to or received by the Charity in order to be valid for use whether to vote in person or on a poll at the meeting or adjourned meeting at which the proxy is used to which it relates. Such notice of termination shall be made either by means of an instrument in Hard Copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Charity in accordance with Article 51.4, regardless of whether any relevant proxy appointment was effected by means of an instrument in Hard Copy or electronic form.
  - 51.9. No Ordinary Member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Charity have been paid.
  - 51.10. Resolutions of the Charity shall be passed by Ordinary Resolutions unless provisions of the Statutes require that a resolution is passed by a Special Resolution.

## THE BOARD

- 52 The number of Trustees shall be not less than three and no more than seventeen.
- 53 Every Trustee must sign a declaration of willingness and eligibility to act as a charity trustee of the Charity before taking office and, subject to Article 54, the declaration shall contain a statement confirming that the Trustee will attend Trustee meetings at their own or a third party's expense ("Expenses Requirement").
- 54 Nominees for Trusteeship who cannot comply with the Expenses Requirement set out in Article 53 may stand for election as a Trustee with the explicit approval of the Board.
- 55 Trustees shall be elected at the Quadrennial Meeting in accordance with the Rules and Regulations made by the Board and shall hold office from the date on which they sign the declaration of willingness to act until the date on which their term of office terminates in accordance with Article 56 or earlier if their term of office terminates automatically in accordance with Article 66.
- 56 Trustees are not to hold office for more than four consecutive terms, each of up to four Years' duration. In the case of a Trustee co-opted under Article 58 below, the consecutive terms are those served after the initial term of co-option.
- 57 No person may be appointed or reappointed as a Trustee:
- 57.1. unless he has attained the age of 18 years; or
  - 57.2. in circumstances such that had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 66 unless it would not breach a Statute for him to be appointed or reappointed and unless the Board approve his appointment.
- 58 Subject to Article 52 above, the Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee, whether to fill a vacancy in their number or otherwise, but a co-opted Trustee holds office only until the next Quadrennial Meeting.
- 59 Except to the extent permitted by the Articles, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise other than as a Trustee in any other contract which the Charity is a party.

## POWERS OF THE BOARD

- 60 The business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity unless they are subject to any restrictions imposed by the CA 2006, the Articles or any special resolution of the Members. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. A meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 61 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 62 The Board shall have power from time to time to make and amend the Rules and Regulations consistent with these Articles and the Companies Act 2006 for the proper conduct and management of the Charity, any committee and any other matters arising under the Articles including:
- 62.1. the appointment of Trustees and admission of Members of the Charity and the rights and privileges of such Trustees and Members;
  - 62.2. the conduct of Trustees and Members in relation to one another, and to the Charity's employees and volunteers;
  - 62.3. the setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- 62.4. the procedure at General Meetings and meetings of the Board in so far as such procedure is not regulated by the Companies Act or by the Articles;
  - 62.5. the proceedings at their meetings and at meetings of committees; and
  - 62.6. generally, all such matters as are commonly the subject matter of company rules.
- 63 The Trustees have the following powers in the administration of the Charity:
- 63.1. to establish procedures to assist the resolution of disputes within the Charity; and
  - 63.2. to exercise any powers of the Charity which are not reserved to a General Meeting.
- 64 The Trustees also have the power to establish advisory groups to help and advise the Trustees whose terms of reference shall be decided by the Trustees.
- 65 The Board must adopt such means as they think sufficient to bring any changes made under Articles 62-64 to the notice of the Ordinary Members.

#### RETIREMENT, DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 66 A Trustee's term of office automatically terminates if he or she:
- 66.1. ceases to be a Trustee by virtue of any provision in the Statutes or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 or is otherwise prohibited by law from being a Trustee;
  - 66.2. becomes incapable by reason of mental disorder, illness or injury (whether physical or mental) of managing and administering his own affairs and may remain so for more than 3 Months;
  - 66.3. resigns his office by notice to the Charity (but only if, pursuant to Article 70, a quorum of Trustees will remain in office when the notice or resignation is to take effect);
  - 66.4. is removed by the Board, acting by a majority, if the Board is of the opinion, in its absolute discretion, that it is in the best interests of the Charity that his or her trusteeship is terminated;
  - 66.5. is absent without the permission of the Board from two consecutive meetings of the Board and that the Board resolve that his office be vacated;
  - 66.6. is removed from office by Ordinary Resolution of the Ordinary Members entitled to attend and vote at a General Meeting; or
  - 66.7. is unable during his or her term of office to comply with the Expense Requirement set out in Article 53, unless the Board, acting by a majority, decide that he or she should continue with his or her term of office.

#### PROCEEDINGS OF THE BOARD

- 67 Subject to the provision of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Trustees may and the Secretary at the request of two Trustees shall call a meeting of the Board. Notice of a Board meeting shall be deemed to be properly given to a Trustee if it is given to him personally or by word of mouth or sent to him in Hard Copy form at his last known address or any other address given by him to the Charity for this purpose or sent in electronic form to him at an address given by him to the Charity for this purpose.
- 68 The Trustees must hold at least two meetings each Year.
- 69 Questions arising at a meeting should be decided by a majority of votes. Every Trustee has one vote and in the case of an equality of votes, the Chairman shall have a second or casting vote.
- 70 The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of their number or two whichever is the greater.

- 71 The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
- 72 The Board shall from time to time elect a chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board at which he is present. 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 chairman of the meeting.
- 73 The Board may delegate any of its powers or the implementation of any of its resolutions to any committee or senior member of staff provided that:
- 73.1. the resolution making a delegation to a committee shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to co-opt persons up to a specified number);
- 73.2. the composition of any such committee must be of two or more individuals appointed by the Trustees (but at least one member of every committee must be a Trustee); and
- 73.3. the deliberations of any such committee or senior member of staff shall be reported regularly to the Board and any resolution passed or decision taken by any such committee or senior member of staff shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
- 74 All acts done by a meeting of the Board, or a committee, or a senior member of staff shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee 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 a member of the committee (as the case may be) and had been entitled to vote.
- 75 Instead of taking a decision at a meeting of the Trustees, a decision of the Trustees can be taken when all eligible Trustees indicate to each other by any means that they share a common view on a matter, provided that the eligible Trustees taking such a decision would have formed a quorum had a meeting of the Trustees been held. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing (including email). Otherwise, such a decision must be recorded in writing and signed by the Chairman to confirm that agreement of all eligible Trustees has been obtained. References in this Article to "eligible Trustees" are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.
- 76 Trustees and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of telephone, televisual, electronic or virtual communications so that all persons participating in the meeting can be identified by the Chairman and can understand and communicate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.
- 77 A Trustee must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Trustee has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Trustee has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Trustee shall provide sufficient information to the other Trustees to enable them to properly debate the matter and shall be absent from that part of the meeting at which the matter is discussed and shall not be counted in the quorum for that part of the meeting and shall have no vote on the matter.

- 78 In accordance with the requirements set out in Articles 79 to 81.2 inclusive, the Trustees may authorise any matter proposed to them by any Trustee which would, if not authorised, constitute a breach of the duty to avoid conflicts of interests under section 175 of the CA 2006 ('Conflict').
- 79 Any authorisation under Article 78 will be effective only if:
- 79.1. the matter in question shall have been proposed by any Trustee for consideration at a meeting of Trustees in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
  - 79.2. any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Trustee in question and the Trustee concerned shall be absent from that part of the meeting at which the matter is discussed;
  - 79.3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted; and
  - 79.4. the Trustees, other than the Trustee concerned, consider that it is in the interests of the Charity to authorise the Conflict.
- 80 Any authorisation of a Conflict under Article 78 may (whether at the time of giving the authorisation or subsequently):
- 80.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 80.2. be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may in their absolute discretion determine; and
  - 80.3. be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
- 81 In authorising a Conflict the Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through his involvement in the Conflict otherwise than as a Trustee of the Charity and in respect of which he owes a duty of confidentiality to another person the Trustee is under no obligation to:
- 81.1. disclose such information to the Trustees or to any Trustee or other officer or employee of the Charity; nor
  - 81.2. use or apply any such information in performing his duties as a Trustee, where to do so would amount to a breach of that confidence.
- 82 Where the Trustees authorise a Conflict:
- 82.1. the Trustee will be obliged to conduct himself in accordance with any terms imposed by the Trustees in relation to the Conflict;
  - 82.2. the Trustee will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the CA 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Trustees impose in respect of its authorisation; and
  - 82.3. the Trustee may not receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 7.

## OFFICERS

- 83 The Board:
- 83.1. may appoint a Secretary. If no Secretary is appointed, the duties of the Secretary shall be carried out by one of the Trustees or such other person as is duly appointed by the Board to carry out those duties;
  - 83.2. may appoint or engage a treasurer, a deputy company secretary and such other officers as they shall see fit; and

- 83.3. any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed or engaged.

## MINUTES

- 84 The Board shall ensure that minutes are kept for a minimum of ten Years (or such other period as the Statutes require):
- 84.1. of all appointments of officers made by the Board;
- 84.2. of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at such meetings; and
- 84.3. all professional advice obtained.

## BANK ACCOUNTS

- 85 Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity.

## ACCOUNTS

- 86 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Board thinks fit.
- 87 Subject to the requirements of the Statutes, the Charity may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the accounting records of the Charity may be inspected by Members and subject to those restrictions, the accounting records shall be open to inspection by Members at all reasonable times during usual business hours.
- 88 Accounting records of the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours.
- 89 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two Months.

## INDEPENDENT EXAMINATION AND AUDIT

- 90 The Board shall comply with their obligations under the Charities Act 2011 and the Statutes with regard to the independent examination or audit of accounts and if required by the Statutes shall appoint an Auditor whose duties shall be regulated in accordance with the Charities Act 2011 or the Statutes.

## ANNUAL REPORT AND ANNUAL RETURN

- 91 The Board shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

## NOTICES

- 92 Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent or supplied in any way in which the CA 2006 provides for documents or information to be sent or supplied by or to the Charity for the purposes of the Statutes.
- 93 Subject to first obtaining consent of Members, the Charity may supply any document or information to the Members via a website.

- 94 A notice or other document or information sent by a Member in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
- 95 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.
- 96 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 96.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 96.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 96.3. if properly addressed and sent or supplied by electronic means, 24 hours after the document or information was sent or supplied; and
- 96.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.
- 97 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

#### INDEMNITY

- 98 Subject to the provisions of the Statutes but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer of the Charity may be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- 99 The Board shall have power to resolve pursuant to Article 6.16 to effect indemnity insurance for any relevant officer notwithstanding their interest in such policy.

#### GUARANTEE

- 100 Every Member promises, if the Charity is dissolved while he, she or it remains a member or within 12 Months afterwards, to pay up to one US dollar (\$1) or the sterling equivalent towards the costs of dissolution and the liabilities incurred by the charity while he, she, or it was a Member.

#### AMENDING THE ARTICLES

- 101 The provisions of these Articles may be amended by the Members by passing a Special Resolution:
- 101.1. in a General Meeting; or
- 101.2. by written resolution in accordance with Article 46;
- but only if the prior consents required by law shall have been obtained.



## DISSOLUTION

102 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

102.1. by transfer to one or more other bodies established for exclusively charitable purposes foretold in the Objects or are the same as or similar to the Objects;

102.2. directly through the Objects or charitable purposes within or similar to the Objects; or

102.3. in such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) Act 2008.

103 A final report and statement of account must be sent to the Charity Commission.

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