

Revised 2 July 2020

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
of**

**THE EUROPEAN ASSOCIATION FOR CARDIO-THORACIC SURGERY**

**NAME**

1. The Charity's name is The European Association for Cardio-Thoracic Surgery.

**INTERPRETATION**

2. In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

| <b>Words</b>                        | <b>Meanings</b>  |
|-------------------------------------|--|
| Address                             | a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Charity,  |
| Annual General Meeting the Articles | has the meaning given in Article 37, the Articles of Association of the Charity, as amended from time to time,   |
| the Charity                         | the company regulated by the Articles,   |
| Charity Commission                  | the Charity Commission for England and Wales,  |
| Charity Members                     | the Members and the Honorary Members who are the members of the Charity for the purposes of the Companies Acts,  |
| Charity Membership                  | company law membership of the Charity,   |
| clear day                           | in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect,  |
| Companies Acts                      | the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,   |
| Connected Person                    | any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Councillor, any firm or body corporate (including a limited liability partnership) of which a Councillor is a partner, member or employee and any company of which a Councillor is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital, |
| Council                             | the Councillors, who shall be the board of directors and charity trustees of the Charity for the time being,   |
| Councillor                          | a director of the Charity, and Council means all the directors. The Councillors are charity trustees as defined by section 177 of the Charities Act 2011,  |
| Document                            | includes, unless otherwise specified, any document sent or supplied in electronic form,  |
| Electronic form                     | as defined in section 1168 of the Companies Act 2006,  |
| Financial Expert                    | an individual, company or firm who is authorised to give   |

|                                 |  |
|---------------------------------|--|
|                                 | investment advice under the Financial Services and Markets Act 2000,   |
| General Meeting                 | a general meeting of the Charity held in accordance with the Companies Acts,   |
| Hybrid Meeting                  | has the meaning given in Articles 63;  |
| the Memorandum                  | the Memorandum of Association of the Charity,  |
| month                           | calendar month,  |
| Nominated Councillor            | any Nominated Member Councillor or Nominated Non- Member Councillor,   |
| Nominated Member Councillor     | any Councillor appointed in accordance with Article 87.2   |
| Nominated Non-Member Councillor | any Councillor appointed in accordance with Article 87.3   |
| Objects                         | the objects of the Charity as defined in Article 7,  |
| the Office                      | the registered office of the Charity,  |
| Primary Location                | has the meaning given in Article 63;   |
| the Register                    | the register of Members of the Charity kept pursuant to the Companies Acts,  |
| Regulations                     | the regulations of the Charity made by the Council pursuant to Article 115,  |
| Remote Attendance               | means remote attendance at a general meeting by such means as are approved by the Councillors;   |
| Services                        | (in the context of remuneration for services as stipulated in Article 13) includes goods that are supplied in connection with the provision of those services,   |
| Subsidiary Company              | any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| Unincorporated Association      | the unincorporated association known as “The European Association for Cardio-Thoracic Surgery”,  |
| United Kingdom                  | Great Britain and Northern Ireland,  |
| in writing or written           | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.             |

3. Unless specifically stated otherwise:
  - 3.1. Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Charity.
  - 3.2. Words denoting the singular include the plural and vice versa.
  - 3.3. Words denoting any one gender include all genders.
  - 3.4. Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).
  - 3.5. All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
  
4. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**LIABILITY OF CHARITY MEMBERS**

5. The liability of the Charity Members is limited.
6. Every Charity Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Charity in the event of its being wound up while he is a Charity Member, or within one year after he ceases to be a Charity Member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a Charity Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

**OBJECTS**

7. The Charity's objects are specifically restricted to the following:
  - 7.1. To advance education in the field of cardiac, thoracic and vascular interventions,
  - 7.2. To promote for the public benefit research into cardiovascular and thoracic physiology, pathology and therapy and to correlate and disseminate the useful results thereof.

**POWERS**

8. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
  - 8.1. To acquire or merge with any other charity,
  - 8.2. To associate all medical and non-medical staff involved in all aspects of cardiac, thoracic and vascular interventions,
  - 8.3. To hold scientific meetings, and to sponsor journals for the publication of scientific papers, presented at such meetings, and other suitable articles,
  - 8.4. To encourage the exchange of medical and non-medical staff involved in cardiac, thoracic and vascular interventions,
  - 8.5. To provide appropriate professional advice to European authorities on matters concerning cardiac, thoracic and vascular interventions,
  - 8.6. To:
    - 8.6.1. deposit or invest funds,
    - 8.6.2. engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager, and
    - 8.6.3. arrange for the investments or other property of the Charity to be held in the name of a nominee,
  - 8.7. To establish or acquire subsidiary companies,
  - 8.8. To raise funds provided that, in doing so, the Charity must not undertake any trading activity in respect of which some or all of the profits are liable to tax,
  - 8.9. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
  - 8.10. To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with the Charities Act 2011,
  - 8.11. To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with the Charities Act 2011, if it wishes to mortgage land,
  - 8.12. To co-operate with other bodies and to exchange information and advice with them,
  - 8.13. To establish or support any body formed for any of the charitable purposes included in the Objects,
  - 8.14. To enter into any partnership or joint venture arrangement with any body,

- 8.15. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 8.16. To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Councillor only to the extent it is permitted to do so by Articles 9 to 21 and provided it complies with the conditions in those Articles,
- 8.17. To provide indemnity insurance for the Councillors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Councillor, the second and third references to “charity trustees” in the said Section 189(1) shall be treated as references to officers of the Charity),
- 8.18. To enter into contracts to provide services, and
- 8.19. To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

#### **APPLICATION OF INCOME AND PROPERTY**

9. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
10. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Charity Member. This does not prevent:
- 10.1. a Charity Member who is not also a Councillor receiving:
- 10.1.1. a benefit from the Charity in the capacity of a beneficiary of the Charity, or
- 10.1.2. reasonable and proper remuneration for any goods or services supplied to the Charity; or
- 10.2. a Charity Member who is also a Councillor receiving a payment permitted by Articles 12 to 20.

#### **TRUSTEES' BENEFITS**

11. No Councillor or Connected Person may:
- 11.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public (excluding any to which he is entitled as a privilege of being a Charity Member),
- 11.2. sell goods, services, or any interest in land to the Charity,
- 11.3. be employed by, or receive any remuneration from, the Charity,
- 11.4. receive any other financial benefit from the Charity, unless
- 11.4.1. the payment is permitted by Articles 12 to 20, or
- 11.4.2. the Council obtains the prior written approval of the Charity Commission and fully complies with any procedures it prescribes.
12. A Councillor or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
13. A Councillor or Connected Person is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
14. A Councillor may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

15. A Councillor may receive an indemnity from the Charity in the circumstances specified in Article 126.
16. A Councillor or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, the Charities Act 2011.
17. Subject to Article 21, a Councillor or Connected Person may provide the Charity with goods that are not supplied in connection with the services provided to the Charity by the Councillor or Connected Person.
18. A Councillor or Connected Person may receive interest on money lent to the Charity at a reasonable rate.
19. A Councillor or Connected Person may receive rent for premises let by the Councillor or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and provided that the Councillor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
20. A Councillor or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as non-members of the Charity.
21. The Charity and its Councillors and Connected Persons may only rely on the authority provided by Article 17 and Article 21.11 if each of the following conditions is satisfied:
  - 21.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - 21.1.1. the Charity or the Subsidiary Company (as the case may be), and
    - 21.1.2. the Councillor or Connected Person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Charity or the Subsidiary Company (as the case may be).
  - 21.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - 21.3. The other Councillors are satisfied that it is in the best interests of the Charity or the Subsidiary Company (as the case may be) to contract with the supplier rather than with someone who is not a Councillor or Connected Person. In reaching that decision, the Council must balance the advantage of contracting with the Councillor or Connected Person against the disadvantages of not doing so.
  - 21.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity or the Subsidiary Company (as the case may be).
  - 21.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Council is present at the meeting.
  - 21.6. The reason for their decision is recorded by the Council in the minute book.
  - 21.7. A majority of the Councillors then in office are not in receipt of remuneration or payments authorised by Article 11.

#### **Subsidiary Companies**

- 21.8. A Councillor or Connected Person may receive a benefit from a Subsidiary Company in his capacity as a beneficiary of the Charity or the Subsidiary Company.

- 21.9. A Councillor or Connected Person is entitled to be reimbursed from the property of a Subsidiary Company or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of any Subsidiary Company.
- 21.10. A Councillor or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to a Subsidiary Company where that is permitted in accordance with, and subject to the conditions in, the Charities Act 2011.
- 21.11. Subject to Article 21, a Councillor or Connected Person may provide a Subsidiary Company with goods that are not supplied in connection with the services provided to the Subsidiary Company by the Councillor or Connected Person.
- 21.12. A Councillor may benefit from trustee indemnity insurance cover purchased at the Subsidiary Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 21.13. A Councillor may receive an indemnity from a Subsidiary Company in accordance with the relevant provisions of the constitution of the Subsidiary Company.
- 21.14. A Councillor or Connected Person may receive interest on money lent to a Subsidiary Company at a reasonable rate.
- 21.15. A Councillor or Connected Person may receive rent for premises let by the Councillor or Connected Person to a Subsidiary Company if the amount of the rent and the other terms of the lease are reasonable and provided that the Councillor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 21.16. A Councillor or Connected Person may take part in the normal trading and fundraising activities of the Subsidiary Company on the same terms as non-members of the Charity.

## **MEMBERS**

22. The subscribers to the Memorandum are the first Members. As from the date of registration of the Charity as a charity, all other members of the Unincorporated Association at that date shall become Members of the Charity and all honorary members of the Unincorporated Association at that date shall become Honorary Members of the Charity.
23. There shall be the following classes of Charity Members:
- 23.1. Member,
  - 23.2. Honorary Member.
24. A person is eligible to be a Member if he is a medical or non-medical professional involved directly or indirectly in cardiac, thoracic or vascular interventions.
25. Distinguished persons as may be deemed worthy of the honour by the Council may be elected as Honorary Members.
26. Subject to the provisions of the Articles, the Council may by Regulations prescribe the eligibility criteria and the conditions for the acceptance for each class of Charity Membership and the procedures for application or election to Charity Membership. Council may make reciprocal agreements concerning membership with other scientific organisations.
27. Members and Honorary Members shall be elected by a resolution passed by not less than 75% of the Charity Members, entitled to vote, present in person or by proxy and voting at an Annual General Meeting of the Charity.

28. Council may admit eligible persons as temporary Members or Honorary Members until the next Annual General Meeting of the Charity, pending their election thereat such temporary Charity Members are not entitled to vote, but may receive all other privileges of Charity Membership subject to paying the annual subscription (unless such subscription is waived by the Council acting in its sole discretion).
29. All Members and Honorary Members are entitled to attend, speak and vote at General Meetings or approve any written resolution of the Members.
30. Charity Membership is not transferable.
31. The Council must keep a Register in accordance with the Companies Acts.

#### **TERMINATION OF MEMBERSHIP**

32. Charity Membership is terminated if:
  - 32.1. the Charity Member dies,
  - 32.2. the Charity Member resigns by written notice to the Charity,
  - 32.3. any subscription due from the Charity Member to the Charity is not paid in full within six months of it falling due, or
  - 32.4. the Council or a committee of them, after due enquiry, resolve that the interests of the Charity so require, after inviting the views of the Member concerned and considering the matter in the light of such views.

#### **SUBSCRIPTIONS**

33. The annual subscriptions for Charity Membership (which shall include a year's subscription to the Charity's Journals) shall be such sums as shall be approved by the Council and shall be due on the date or dates prescribed by the Council. Honorary Members shall not pay a subscription. The Council may approve different rates within the class of Members.
34. A person, upon election as a Member, shall not be deemed to have become a Member or be entitled to exercise any of the rights of Charity Membership until he shall have paid his full annual subscription.
35. A Member shall remain liable to pay to the Charity all annual subscriptions due up to the date on which he ceased to be a Member.

#### **REINSTATEMENT**

36. Where any person has ceased to be a Charity Member under Article 32.3, he may be reinstated by the Secretary General on the full payment of the arrears of his annual subscriptions.

#### **ASSOCIATE MEMBERS**

37. The Councillors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Councillors shall make, provided that no such associate members shall be Charity Members, or otherwise members of the Charity for the purposes of the Articles or the Companies Acts.

## **GENERAL MEETINGS**

38. The Charity shall hold a General Meeting once in every period of 15 consecutive months as its Annual General Meeting in addition to any other General Meetings in that period. The Annual General Meeting shall be held on the date and at the time and place determined by the Council, and it shall be specified to be the Annual General Meeting in the notice calling it.
39. The Council, or the President, may whenever they or he thinks fit call General Meetings and on the requisition of Charity Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions.

## **NOTICE OF GENERAL MEETINGS**

40. A General Meeting shall be called by at least 30 clear days' notice.
41. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Charity Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Charity Members.
42. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall contain a statement setting out the rights of Charity Members to appoint a proxy under section 324 of the Companies Act 2006.
43. 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.

## **POSTPONEMENT**

44. If, after the sending of notice of a general meeting, but before the meeting is held or, after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Councillors consider that, due to circumstances beyond their control, proceeding with the general meeting on the date or at the time or place specified in the notice calling the general meeting would pose significant safety risks to the Charity, the Councillors the Charity Members, or would be in breach of any relevant laws or regulations, they may postpone the general meeting to another date, time and/or place.
45. When a general meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Councillors may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.
46. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.
47. If a general meeting is postponed in accordance with these Articles, the appointment of a proxy will be valid if a Proxy Notice is received at a Proxy Notification Address in accordance with the Articles not less than 48 hours before the time appointed for holding the postponed meeting.



**PROCEEDINGS AT GENERAL MEETINGS**

48. No business shall be transacted at any General Meeting unless a quorum of Charity Members is present. Unless the Articles otherwise provide, one tenth of the total number of Charity Members or thirty Charity Members (whichever is the lesser) present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
49. If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Charity Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the President, or the Council, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Charity Members present in person or by proxy shall be a quorum.
50. The President shall preside as chairman at every General Meeting of the Charity or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice President (if any) shall, if present and willing to act, preside as chairman failing which the Charity Members present shall elect one of the other Councillors to be chairman of that meeting.
51. The chairman of any General Meeting may with the consent of any 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 which might properly have been transacted at the meeting had the adjournment not taken place.
52. When a General Meeting is adjourned for 14 days or more, 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.
53. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 53.1. by the chairman of the meeting, or
- 53.2. by at least two Charity Members present in person or by proxy having the right to vote on the resolution, or
- 53.3. by a Charity Member or Charity Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Charity Members having the right to vote on the resolution.
54. Unless a poll is so demanded, a declaration by the chairman 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 General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
55. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. 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.
56. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Charity Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.

57. No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 days after the poll is demanded The demand for a poll shall not prevent continuance of a General 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 General Meeting shall continue as if the demand had not been made.
58. 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 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **REMOTE ATTENDANCE AND HYBRID MEETINGS**

59. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
60. A person is able to exercise the right to vote at a general meeting when:
  - 60.1. that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and
  - 60.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
61. The Councillors may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.
62. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
63. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
64. A "Hybrid Meeting" is a general meeting where the Councillors have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting ("the Primary Location") or by Remote Attendance.
65. The Councillors may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.
66. In the case of a Hybrid Meeting:
  - 66.1. the provisions of the Articles shall be treated as modified to permit such arrangements and in particular.
    - 66.1.1. references in the Articles to a person attending and being present or present in person at the general meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a

- person attending the meeting by Remote Attendance; and
- 66.1.2. references in these Articles to the place of a general meeting shall be treated as references to the Primary Location.
- 66.2. the Councillors must ensure that the notice of a Hybrid Meeting includes:
  - 66.2.1. details of the Primary Location; and
  - 66.2.2. details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;
- 66.3. the Councillors may decide:
  - 66.3.1. how those attending via Remote Attendance may communicate with the meeting for example by communicating with the chair in Writing using an electronic platform;
  - 66.3.2. how those attending via Remote Attendance may vote;
- 66.4. the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Councillors, who must give the members as much notice as practicable of the change;
- 66.5. in the event of technical failure during the meeting the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting.

## **VOTES OF MEMBERS**

- 67. Every Charity Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Charity Member either personally or by proxy.
- 68. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 69. Every Charity Member shall be entitled to appoint another person as his proxy in accordance with the Companies Acts. A proxy does not need to be a Charity Member.
- 70. Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Charity Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Charity Member or authenticated in such manner as the Council may determine.
- 71. The Council may require proxy notices to be delivered in a particular form.
- 72. Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 73. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 74. The appointment of a proxy and any other authority under which it is executed may:
  - 74.1. in the case of an instrument in writing be deposited at the Office or at such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
  - 74.2. in the case of an appointment contained in a communication in electronic form, where an

address has been specified for the purpose of receiving communications in electronic form:

- 74.2.1. in the notice convening the meeting, or
- 74.2.2. in any instrument of proxy sent out by the Charity in relation to the meeting, or
- 74.2.3. in any invitation contained in a communication in electronic form to appoint a proxy issued by the Charity in relation to the meeting, it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- 74.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- 74.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting, and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, "address", in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.

- 75. A Charity Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that Charity Member. If such a Charity Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 76. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 77. An appointment under a proxy notice may be revoked by delivering the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 78. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**COUNCIL**

- 79. The Council shall be a maximum of fifteen persons, consisting of:
  - 79.1. the five (5) Officers,
  - 79.2. the Treasurer,
  - 79.3. the Chairs of each of the four (4) Domain Committees of the Charity,
  - 79.4. up to five Nominated Councillors, of whom at least two shall be Nominated Member Councillors and up to three may be Nominated Non-Member Councillors.
- 80. The first Officers and other Councillors shall be the subscribers to the Memorandum of Association who shall hold the offices and for the terms set out in the Regulations.
- 81. No one may be elected a Councillor if he or she would be disqualified from acting under the provisions of Article 100.

82. A person shall not be entitled to act as a Councillor, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.

#### **POWERS AND DUTIES OF THE COUNCIL**

83. Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Council who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

#### **THE OFFICERS**

84. The Officers of the Charity shall be:
- 84.1. the President,
  - 84.2. the Vice-President,
  - 84.3. the Secretary General,
  - 84.4. the Editor of the journals of the Charity,
  - 84.5. the immediate past President,.
85. No person may at any time hold more than one of the Officer posts or serve at the same time as more than one of a Nominated Councillor, Treasurer, Chair of a Domain Committee and an Officer.
86. A Charity Member may be elected to serve as an understudy of the Secretary General or the Editor, but who shall not be a Councillor.

#### **ELIGIBILITY, ELECTION AND NOMINATION OF COUNCILLORS**

87. The Officers (save for the immediate past President), and the Chairs of Domain Committees shall be elected by the Charity Members at an Annual General Meeting of the Charity and shall take office from the close of that meeting, when the retiring Councillors shall be deemed to retire, provided that only Charity Members shall be eligible for each such role. The immediate past President shall take the role of Councillor ex officio on termination of their term as President.
88. In relation to the Treasurer and the Nominated Councillors:
- 88.1. Any person (including for the avoidance of doubt persons who are not Charity Members) who the Councillors consider to be appropriate for the role of Treasurer, who is willing to act as a Councillor, and who would not be disqualified from acting under the provisions of Article 100, may be appointed to be Treasurer by a decision of the Councillors.
  - 88.2. Any Charity Member who the Councillors consider to be appropriate for the role of Councillor, who is willing to act as a Councillor, and who would not be disqualified from acting under the provisions of Article 100, may be appointed to be a Nominated Member Councillor by a decision of the Councillors, provided that a Nominated Member Councillor shall not be appointed if his election would cause the number of Councillors to exceed 15.
  - 88.3. Any person (including for the avoidance of doubt persons who are not Charity Members) who the Councillors consider to be appropriate for the role of Councillor, who is willing to act as a Councillor, and who would not be disqualified from acting under the provisions of Article 100, may be appointed to be a Nominated Non-Member Councillor by a decision of the Councillors, provided that a Nominated Non-Member Councillor shall not be appointed if his election would cause the number of Councillors to exceed 15.

89. The procedure for the nomination and election of Councillors, including for the avoidance of doubt eligibility criteria, may be set out in Regulations.

**VACANCIES IN COUNCIL**

90. The Council may appoint any Charity Member to be a Councillor to fill a casual vacancy in the Officers (except the President and the past President), the Treasurer, Chairs of Domain Committees or Nominated Councillors, or any person who is not a Charity Member to fill a casual vacancy as Treasurer or in the Nominated Non-Member Councillors. Any person so appointed shall hold office only until the next following Annual General Meeting of the Charity but he shall then be eligible for re-election to that post.
91. In the event of a vacancy in the President, the Vice-President (then in office) shall take office as the President until the next following Annual General Meeting of the Charity but he shall then be eligible for election as the President.

**TERMS OF OFFICE**

92. Each of the President and Vice-President shall hold office for a term of one year, at the end of which he may not be re-elected to that office.
93. The Editor shall hold office for a term of five years, at the end of which he shall retire but be eligible for a re-election to that office for one further term of five years.
94. Each of the Secretary General and the Treasurer shall hold office for a term of three years, at the end of which he shall retire but be eligible for re-election to that office for two further terms of three years each.
95. The Secretary General and the Editor shall be elected up to one year in advance of taking up his office and during that year shall serve as an interim assistant to the Secretary General and Editor then in office but shall not be a Councillor.
96. Upon his retirement as President at an Annual General Meeting of the Charity, the immediate past President shall hold office for one year.
97. The Chair of a Domain Committee shall hold office for a term of three years, at the end of which he may not be re-elected to that office.
98. Each of the Nominated Councillors shall hold office for a term of three years, at the end of which he shall retire and not be eligible for re-election to that post EXCEPT that if at the expiry of his three year term any task allocated to him as a Councillor remains uncompleted the Council may re-appoint him as a Councillor for such term (not exceeding one year) as is necessary to complete the task (provided such re-appointment does not cause the number of Councillors to exceed fifteen).
99. For the purpose of Articles 91 to 97 inclusive a “year” shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the Charity.
100. The period of office, or the number of terms of office which can be served, as set out above may be varied from time to time by Regulations.

## **DISQUALIFICATION, REMOVAL AND RESIGNATION OF COUNCIL MEMBERS**

101. The office of a Councillor shall be vacated if:
- 101.1. in relation to each of the Officers, the Chairs of each of the four (4) Domain Committees of the Charity, and any Nominated Non-Member Councillor, the Councillor ceases to be a Charity Member,
  - 101.2. the Councillor dies or becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with their creditors,
  - 101.3. the Councillor is diagnosed with a mental health condition and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or an order is made in relation to their personal welfare or property and affairs under legislation relating to mental health or mental capacity,
  - 101.4. by notice in writing to the Charity they resigns their office (but only if the number of Councillors necessary for a quorum at a Council meeting will remain in office when the notice of resignation is to take effect),
  - 101.5. the Councillor is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts, the Charities Act 2011, or is otherwise prohibited by law from holding office,
  - 101.6. the Councillor has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine,
  - 101.7. the Councillor absents from four consecutive meetings of the Council without special leave of absence from the Council and they pass a resolution that they have by reason of such absence vacated office,
  - 101.8. the Councillor is removed from office by a resolution of the Charity Members duly passed pursuant to section 168 of the Companies Act 2006,
  - 101.9. the Councillor is directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fails to declare the nature and extent of their interest as required by section 177 of the Companies Act 2006, or
  - 101.10. at a meeting of the Councillors at which at least half of the Councillors are present, a resolution is passed that they be removed from office. Such a resolution shall not be passed unless the Councillor has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Councillors.

## **PROCEEDINGS OF THE COUNCIL**

102. Subject to the Articles, the Council may regulate its proceedings as it thinks fit.
103. An annual meeting of the Council shall be held before the Annual General Meeting of the Charity. Additional meetings of the Council may be called by the President, with the approval of the Executive Committee.
104. The quorum necessary for the transaction of business of the Council shall be six (6) Councillors. Questions arising at any Council meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
105. The President shall be entitled to preside at all meetings of the Council. If there shall be no President or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman of the meeting and if no Vice-President is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Councillors present shall

choose one of their number to be chairman of the meeting.

106. Any Councillor, or any committee of the Council, can take part in a Council meeting or committee meeting by way of a:

106.1. video conference or telephone or similar equipment designed to allow everybody to take part in the meeting, or

106.2. series of video conferences or conference telephone calls from the President.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is, unless the Council decides otherwise.

107. The Councillors for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body but not for any other purpose.

108. All acts bona fide done by any meeting of the Council, or of any committee of the Council, or by any person acting as a Councillor, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Councillor, or person acting as aforesaid, or that they or 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 Councillor and had been entitled to vote.

109. A resolution in writing signed or approved by all the Councillors or of any committee of the Council entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF COUNCILLORS' INTERESTS**

110. A Councillor must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Councillor must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) save for:

a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 12) and which is available generally to the beneficiaries of the Charity;

b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 14;

c) payment under the indemnity set out at Article 15; and

d) reimbursement of expenses in accordance with Article 13.

#### **CONFLICTS OF INTEREST**

111. If a conflict of interests arises for a Councillor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Councillors may authorise such a conflict of interests where the following conditions apply:



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- 111.1. the conflicted Councillor is absent from the part of the meeting at which there is discussion of any matter affecting that other organisation or person,
  - 111.2. the conflicted Councillor does not vote on any such matter and is not to be counted when considering whether a quorum of the Council is present at the meeting, and
  - 111.3. the unconflicted Councillors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a benefit to a Councillor (as defined in section 248 of the Charities Act 2011).

## **COMMITTEES**

112. The Council may appoint one or more committees consisting of such individuals appointed by them for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.
113. Any committee of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business.

## **MINUTES**

114. The Council must keep minutes of all:
  - 114.1. Appointments of Councillors,
  - 114.2. Proceedings at General Meetings of the Charity,
  - 114.3. Meetings of the Council and committees of the Council including,
  - 114.4. the names of the persons present at the meeting, and
  - 114.5. the decisions made at the meetings, and
  - 114.6. where appropriate the reasons for the decisions.
115. Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

## **REGULATIONS**

116. The Council may from time to time make such regulations as they may think fit and add to, repeal or vary any such regulations All regulations so made and for the time being in force shall be binding on all Charity Members and the Council shall adopt such means as they think fit to bring such regulations to the notice of Charity Members. Regulations may concern the following subjects:
  - 116.1. the procedure at General Meetings and meetings of the Council and its committees insofar as such procedure is not regulated by the Articles,
  - 116.2. any other subjects which the Articles provide may be covered by Regulations,
  - 116.3. generally all such matters are commonly the subject of company rules or bye-laws PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts.

## **ACCOUNTS**

117. The Council shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

## **ANNUAL REPORT**

118. The Council shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Charity Commission.

## **ANNUAL RETURN**

119. The Council shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Charity Commission.

## **NOTICES**

120. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
121. The Charity may give any notice to a Charity Member either personally or by sending it by post in a prepaid envelope addressed to the Charity Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Charity by the Charity Member.
122. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Charity can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006 A notice shall be deemed to be given at the expiration of 48 hours (120 hours if sent by air mail) after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
123. Notwithstanding any other provisions of the Articles, the Charity may send or supply any document or information to Charity Members that is required or authorised to be sent or supplied by the Charity under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Charity Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Charity Members.

## **DISSOLUTION**

124. The Charity Members may at any time before, and in expectation of, its dissolution, by not less than a two thirds majority of those present in person or by proxy and entitled to vote who vote at a General Meeting, resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 124.1. directly for the Objects,
- 124.2. to any charity or charities with purposes similar to the Objects, or

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124.3. to any charity or charities for use for particular purposes that fall within the Objects.

125. In no circumstances shall the net assets of the Charity be paid to or distributed among the Charity Members and if no resolution in accordance with Article 123 is passed by the Charity Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Charity Commission.

126. Nothing in the 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 or section 2 of the Charities Act (Northern Ireland) 2008.

#### **INDEMNITY**

127. The Charity may indemnify a Councillor or former Councillor against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.