

**“A”**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**Articles of Association of**

**OCCUPATIONAL HYGIENE TRAINING ASSOCIATION**

**(“the Company”)**

(Adopted by special resolution dated 12<sup>th</sup> January 2015)

(Revised by special resolution dated 23<sup>rd</sup> May 2016)

(Revised by special resolution dated 16<sup>th</sup> June 2021)

## TABLE OF CONTENTS

1.	INTERPRETATION	4
2.	LIABILITY OF MEMBERS	6
3.	OBJECT	6
4.	POWERS	6
5.	APPLICATION OF INCOME AND PROPERTY	8
6.	MEMBERS	10
7.	TERMINATION OF MEMBERSHIP	11
8.	GENERAL MEETINGS	11
9.	NOTICE OF GENERAL MEETINGS	12
10.	PROCEEDINGS AT GENERAL MEETINGS	12
11.	CONTENT OF PROXY NOTICES	14
12.	DELIVERY OF PROXY NOTICES	15
13.	WRITTEN RESOLUTIONS	15
14.	VOTES OF MEMBERS	15
15.	DIRECTORS	16
16.	POWERS OF THE BOARD	16
17.	RETIREMENT OF DIRECTORS	16
18.	APPOINTMENT OF DIRECTORS	17
19.	DISQUALIFICATION AND REMOVAL OF DIRECTORS	17
20.	REMUNERATION OF DIRECTORS	18
21.	PROCEEDINGS OF DIRECTORS	18
22.	DELEGATION	19
23.	DECLARATION OF DIRECTORS' INTERESTS	19
24.	CONFLICTS OF INTERESTS	19
25.	VALIDITY OF DIRECTORS' DECISIONS	20
26.	MINUTES	20
27.	ACCOUNTS	20

<b>28.</b>	<b>ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES</b>	<b>21</b>
<b>29.</b>	<b>MEANS OF COMMUNICATION TO BE USED</b>	<b>21</b>
<b>30.</b>	<b>INDEMNITY</b>	<b>22</b>
<b>31.</b>	<b>RULES AND BYE LAWS</b>	<b>22</b>
<b>32.</b>	<b>DISSOLUTION</b>	<b>23</b>

# THE COMPANIES ACT 2006

## COMPANY LIMITED BY GUARANTEE

### Articles of Association of

## OCCUPATIONAL HYGIENE TRAINING ASSOCIATION

("the Company")

Adopted by special resolution dated 12<sup>th</sup> January 2015

Revised by special resolution dated 23<sup>rd</sup> May 2016

Revised by special resolution dated 16<sup>th</sup> June 2021

### 1. Interpretation

1.1 In these articles:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;
"Advisory Committee"	the committee established by the Board pursuant to <b>article 22</b> to provide an advisory and support function to the Board from time to time;
"Approved Training Provider"	means an organisation approved as meeting defined criteria, as determined from time to time by the board, and allowed to offer courses leading to the qualifications in the OHTA qualifications framework
"these articles"	means these articles of association of the Company;
"Authorised Representative"	the individual appointed representative for a member (being an organisation) and such individual must be a member of the relevant organisation's board of directors or equivalent;

“the Board”	the board of directors of the Company from time to time;
“clear days”	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"> <li>• the day when the notice is given or deemed to be given; and</li> <li>• the day for which it is given or on which it is to take effect;</li> </ul>
“the Commission”	means the Charity Commission for England and Wales;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“the Eligibility Criteria”	the criteria for becoming a member as set out in <b>article 6.1</b> ;
“First AGM”	the first annual general meeting of the Company following the date of the adoption of these articles;
“IOHA”	International Occupational Hygiene Association (registered in England and Wales with company number 06327692);
“the IOHA Director”	the director appointed by IOHA pursuant to <b>article 18.1</b> ;
“member”	a member of the Company;
“MoU”	the memorandum of understanding for the Company supporting the Object (as amended and approved by the Board from time to time);
“NAR”	National Accreditation and Recognition scheme for national awarding bodies (operated by IOHA);
“Occupational/Industrial Hygiene”	the discipline of anticipating, recognising, evaluating and controlling health hazards in

the working environment with the objective of protecting worker health and well-being and safeguarding the community at large;

“officers” includes the directors and the secretary (if any);

“the seal” means the common seal of the Company if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Company.

1.2 words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.3 References to persons include bodies corporate, unincorporated associates and partnerships.

1.4 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.

1.5 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **2. Liability of members**

2.1 The liability of members is limited.

2.2 Every member of the Company promises, if the Company is dissolved while it is a member or within twelve months after it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of it towards the payment of the debts and liabilities of the Company incurred before it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## **3. Object**

3.1 The Company’s object (the “Object”) is to protect and promote the health of the public by advancing the study and science of Occupational/Industrial Hygiene for the public benefit through the provision of training and education.

## **4. Powers**

The Company has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the Company has power:

4.1 to raise funds, in doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- 4.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power (and subject to the Company obtaining charitable status), the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 4.4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as a security for a grant or the discharge of an obligation. (Subject to the Company obtaining charitable status) the Company must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
- 4.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- 4.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company;
- 4.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.9 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by **article 5** and provided it complies with the conditions in that article;
- 4.10 to:
  - 4.10.1 deposit or invest funds;
  - 4.10.2 employ a professional fund-manager; and
  - 4.10.3 arrange for the investments or other property of the Company to be held in the name of a nominee;
  - 4.10.4 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.11 to provide indemnity insurance for the directors (and, subject to the Company obtaining charitable status) in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 4.12 to pay out of the funds of the Company the costs of registering the Company as a Charity;
- 4.13 to develop educational and training materials;
- 4.14 to promote good standards of training to ensure effective health protection by, inter alia, appointing Approved Training Providers;
- 4.15 to create a sustainable model for worldwide training delivery;

- 4.16 to develop a qualifications framework that permits international transferability of skills and so as to ensure that those practising have attained a necessary standard for the benefit of the public.

**5. Application of income and property**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Object.
- 5.2 Directors
- 5.2.1 A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- 5.2.2 A director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2.3 A director may receive an indemnity from the Company in the circumstances specified in **article 30**.
- 5.3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a director receiving:
- 5.3.1 a benefit from the Company in the capacity of a beneficiary of the Company;
- 5.3.2 reasonable and proper remuneration for any goods or services supplied to the Company.
- 5.4 No director or connected person may buy goods or services from the Company on terms preferential to those applicable to other members of the public, or sell goods or services to the Company or receive remuneration, or receive any other financial benefit from the Company.
- 5.5 No director or connected person may:
- 5.5.1 buy any goods or services from the Company on terms preferential to those applicable to members of the public;
- 5.5.2 sell goods, services, or any interest in land to the Company;
- 5.5.3 be employed by, or receive any remuneration from, the Company;
- 5.5.4 receive any other financial benefit from the Company;
- unless
- 5.5.5 the payment is permitted by **article 5.6**; or



- 5.5.6 (in the event the Company has charitable status) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 5.6 Permissions relating to **article 5.5**
  - 5.6.1 A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company.
  - 5.6.2 A director 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 Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - 5.6.3 A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Board.
  - 5.6.4 A director or connected person may receive rent for premises let by the director or connected person to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - 5.6.5 A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.
- 5.7 In **article 5.4, article 24** and **article 25** “connected person” means:
  - 5.7.1 a child, parent, grandchild, grandparent, brother or sister of the director;
  - 5.7.2 the spouse or civil partner of the director or of any person falling within **article 5.7.1** above;
  - 5.7.3 a person carrying on business in partnership with the director or with any person falling within **article 5.7.1** or **5.7.2** above;
  - 5.7.4 an institution which is controlled –
    - 5.7.4.1 by the director or any connected person falling within **article 5.7.1, 5.7.2** or **5.7.3** above;
    - 5.7.4.2 by two or more persons falling within **article 5.7.1**, when taken together
  - 5.7.5 a body corporate in which –
    - 5.7.5.1 the director or any connected person falling within **article 5.7.1** to **5.7.3** has a substantial interest; or

5.7.5.2 two or more persons falling within **article 5.7.5.1** who, when taken together, have a substantial interest.

5.8 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

## **6. Members**

6.1 Following the date of the adoption of these articles and subject to **article 6.2** membership is open to any organisation which:

6.1.1 is a member of IOHA, or is an awarding body under the NAR scheme;

6.1.2 has signed the MoU; and

6.1.3 has provided to the Board the name and contact details (including an email address) of its Authorised Representative and their contact details (including electronic address details)

(“the Eligibility Criteria”).

6.2 Notwithstanding **article 6.1**, membership is open to any organisation which the Board reasonably believes ought to be granted or awarded membership (notwithstanding the fact they do not or cannot comply with the Eligibility Criteria) on the grounds:

6.2.1 the Board has reason to believe the organisation in question will be capable of complying with the Eligibility Criteria within a reasonable time period of the appointment (but such organisation must have an Authorised Representative in any event); and/or

6.2.2 the Board has reason to believe that granting membership to the organisation will benefit the Company and help further its Object.

6.3 An organisation wishing to apply for membership with the Company should do so in writing to the Board. The Board shall, within twenty-eight days of receipt of such application, confirm to the organisation in question whether or not such application has been successful. In the event such application is successful then the Board will send the organisation in question an MoU for signature as soon as reasonably practicable.

6.4 Refusal of membership

6.4.1 the Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.

6.4.2 the Board must inform the applicant in writing of the reasons for the refusal within twenty-eight days of the decision.

6.4.3 the Board must consider any written representations the applicant may make about the decision. The Board’s

decision following any written representations must be notified to the applicant in writing but shall be final.

- 6.5 Membership is not transferable.
- 6.6 The Board must keep a register of names and addresses of the members together with the name of each member's Authorised Representative.

## **7. Termination of membership**

- 7.1 Membership is terminated if:
  - 7.1.1 the member organisation ceases to be a member of IOHA or ceases to be an awarding body under the NAR scheme (as the case may be) (save in respect of member organisations for which **article 6.2** applies);
  - 7.1.2 the member ceases to exist;
  - 7.1.3 the member resigns by written notice to the Company;
  - 7.1.4 any sum due from the member to the Company is not paid in full within six months of it falling due;
  - 7.1.5 the member is removed from membership by a resolution of the Board that it is in the best interests of the Company that its membership is terminated (in circumstances where the Board believes, in its reasonable opinion that the spirit of the MoU is being undermined and/or the Company and its associated training scheme and qualification framework is being brought into disrepute by the acts or omissions of the member in question).
- 7.2 In addition to the grounds set out in **article 7.1**, the Board will have the discretion to terminate the membership of those members appointed pursuant to **article 6.2.1** in the event the member in question has not satisfied the Eligibility Criteria within a reasonable period of becoming a member pursuant to such article.
- 7.3 A resolution of the Board to remove a member from membership may only be passed if:
  - 7.3.1 the member has been given at least twenty-eight days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - 7.3.2 the member organisation's representative has been allowed to make representations to the meeting.

## **8. General meetings**

- 8.1 The Company must hold the First AGM within eighteen months of the adoption of these articles.
- 8.2 An annual general meeting must be held in each subsequent calendar year.

**9. Notice of general meetings**

- 9.1 The minimum periods of notice required to hold a general meeting of the Company are:
- 9.1.1 twenty-one clear days for an annual general meeting; and
  - 9.1.2 fourteen clear days for all other general meetings.
- 9.2 General meetings of the Company may be called by the Board or by its members (in accordance with section 303 of the Companies Act 2006).
- 9.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of 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.
- 9.4 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and **article 11**.
- 9.5 The notice must be given to all members and to the directors and auditors.
- 9.6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.
- 9.7 A general meeting can be in person or conducted by simultaneous electronic means.

**10. Proceedings at general meetings**

- 10.1 No business shall be transacted at any general meeting unless a quorum is present.
- 10.2 A quorum is:
- 10.2.1 three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - 10.2.2 one tenth of the total membership at the time
- whichever is the greater.
- 10.3 The Authorised Representative of each member organisation shall be counted in the quorum.
- 10.4 If:
- 10.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 10.4.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Board shall determine.

- 10.5 The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 10.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 10.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Board.
- 10.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the Board shall chair the meeting.
- 10.9 If there is only one director present and willing to act, he or she shall chair the meeting.
- 10.10 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 10.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 10.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 10.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 10.15 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - 10.15.1 by the person chairing the meeting; or
  - 10.15.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 10.15.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 10.16 The declaration by the person who is chairing the meeting of the result shall be conclusive unless a poll is demanded.
- 10.17 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.

- 10.18 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 10.19 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 10.20 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 10.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 10.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 10.23 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 10.24 The poll must be taken within thirty days after it has been demanded.
- 10.25 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 10.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **11. Content of proxy notices**

- 11.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
  - 11.1.1 states the name and address of the member appointing the proxy;
  - 11.1.2 identifies the person appointed to be that member's proxy and general meeting in relation to which that person is appointed;
  - 11.1.3 is signed on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 11.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 11.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.4 Unless a proxy notice indicates otherwise, it must be treated as –

- 11.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 11.4.2 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.

## **12. Delivery of proxy notices**

- 12.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 12.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.3 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.
- 12.4 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.

## **13. Written resolutions**

- 13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - 13.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 13.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 13.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 13.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 13.3 In the case of a member that is an organisation, its Authorised Representative may signify its agreement.

## **14. Votes of members**

- 14.1 Every member shall have one vote.

- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 14.3 The Company shall not be required to consider, but is entitled to investigate as the Board deems appropriate, whether the Authorised Representative has been properly appointed by the member organisation.

**15. Directors**

- 15.1 No one may be appointed a director if he or she would be disqualified from acting under the provisions of **article 19**.
- 15.2 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 15.3 With effect from the end of the First AGM the minimum number of directors will be six and the maximum number of directors shall be twelve (in both cases unless otherwise determined by ordinary resolution).
- 15.4 For the avoidance of doubt from the date of the adoption of these articles until the end of the First AGM there will be no minimum or maximum number of directors.

**16. Powers of the Board**

- 16.1 The Board shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, these articles or any special resolution.
- 16.2 No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- 16.3 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 16.4 Any meeting of the Board may be in person or by simultaneous electronic means.

**17. Retirement of directors**

- 17.1 Subject to **article 17.3** at each subsequent annual general meeting following the First AGM the three directors who have been longest in office since their (last) appointment must retire from office and will be entitled (but not obliged) to stand for re-election at the same annual general meeting and, for the avoidance of doubt the directors will have no restrictions imposed upon them regarding the number of times they can each be re-elected to the Board. If more than three directors were appointed (or re-appointed, as the case may be) on the same day as one another then those to retire shall (unless they otherwise agree among themselves) be determined by lot.



- 17.2 If a director is required to retire at an annual general meeting pursuant to **article 17.1** then the retirement shall take place upon the conclusion of the meeting and the re-election (as the case may be) will take effect immediately thereafter.
- 17.3 Notwithstanding the preceding provisions of this **article 17.3** the IOHA Director will not be required to retire and will be exempt from the retirement requirements set out in **article 17.1**.

**18. Appointment of directors**

- 18.1 At the First AGM up to three new directors should be elected to the Board (such appointments to be made by the members). Any individual who has already served as a director of the Company in the period from the date of incorporation of the Company up to the date of the First AGM will be eligible to stand for election.
- 18.2 For as long as IOHA is an operating entity with aims and objectives supporting the Object then it will be entitled to appoint a representative to be a director of the Board and such appointment will be communicated to the Board in writing.
- 18.3 The directors may, using their absolute discretion appoint an appropriate person who is willing to act to be a director and a director so appointed must be approved by the members at the next annual general meeting following such resolution. In the event member approval is not obtained at the relevant annual general meeting then such director will be deemed to have tendered their resignation from office on the date of the relevant annual general meeting. For the purposes of **article 17.1** the date of the appointment of a director appointed pursuant to this **article 18.3** will be the date of the annual general meeting at which the director in question is approved by the members.

**19. Disqualification and removal of directors**

- 19.1 Any director (appointed pursuant to any of the provisions of these articles) shall cease to hold office if he or she:
- 19.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 19.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - 19.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 19.1.4 resigns as a director by notice to the Company; or
  - 19.1.5 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

**20. Remuneration of directors**

The directors must not be paid any remuneration unless it is authorised by **article 5**.

**21. Proceedings of directors**

- 21.1 The Board may regulate its proceedings as it thinks fit, subject to the provisions of these articles and any rules or bye laws.
- 21.2 Any director may call a meeting of the Board.
- 21.3 The secretary (if any) must call a meeting of the Board if requested to do so by a director.
- 21.4 Questions arising at a meeting shall be decided by a majority of votes.
- 21.5 In the case of an equality of votes, the person who is chairing the meeting shall not have a second or casting vote.
- 21.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 21.7 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by a suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 21.8 The quorum shall be three, or such larger number as may be decided from time to time by the directors.
- 21.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 21.10 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 21.11 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 21.12 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 21.13 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
  - 21.13.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and

21.13.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

21.14 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **22. Delegation**

22.1 The Board may delegate any of its powers or functions to a committee and the terms of any delegation must be recorded in the minute book.

22.2 The directors may impose conditions when delegating, including the conditions that:

22.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

22.2.2 no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors.

22.3 The directors may revoke or alter a delegation.

22.4 The Board will, as soon as reasonably practicable following the adoption of these articles establish and maintain the Advisory Committee and the responsibilities and obligations of the Advisory Committee will be set out in the byelaws of the Company from time to time.

22.5 All acts and proceedings of any committees must be fully and promptly recorded to the directors.

## **23. Declaration of directors' interests**

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

## **24. Conflicts of interests**

24.1 If a conflict of interests arises from a director 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 directors may authorise such a conflict of interests where the following conditions apply:

24.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 24.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - 24.1.3 the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 24.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **25. Validity of directors' decisions**

- 25.1 Subject to **article 25.2**, all acts done by a meeting of the Board shall be valid notwithstanding the participation in any vote of a director:
- 25.1.1 who was disqualified from holding office;
  - 25.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
  - 25.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without;

- 25.1.4 the vote of that director; and
- 25.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- 25.2 **Article 25.1** does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for **article 25.1**, the resolution would have been void, or if the director has not complied with **article 23**.

## **26. Minutes**

The directors must keep minutes of all:

- 26.1 appointments of officers made by the directors;
- 26.2 proceedings at meetings of the Company;
- 26.3 meetings of the directors and committees of directors including:
  - 26.3.1 the names of the directors present at the meeting;
  - 26.3.2 the decisions made at the meetings; and
  - 26.3.3 where appropriate the reasons for the decisions.

## **27. Accounts**

- 27.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to

show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 27.2 The directors must keep accounting records as required by the Companies Acts.

**28. Annual Report and Return and Register of Charities**

- 28.1 In the event of the Company obtaining charitable status the Board must comply with the requirements of the Charities Act 2011 with regard to the:
- 28.1.1 transmission of the statements of account to the Company;
  - 28.1.2 preparation of an Annual Report and its transmission to the Commission;
  - 28.1.3 preparation of an Annual Return and its transmission to the Commission.
- 28.2 The directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

**29. Means of communication to be used**

- 29.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 29.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 29.3 Any notice given to or by any person pursuant to the articles:
- 29.3.1 must be in writing; or
  - 29.3.2 must be given in electronic form.
- 29.4 The Company may give any notice to a member either:
- 29.4.1 personally; or
  - 29.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 29.4.3 by leaving it at the address of the member; or
  - 29.4.4 by giving it in electronic form to the member's address.
- 29.5 A member who does not register an address with the Company shall not be entitled to receive any notice from the Company.

- 29.6 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 29.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 29.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- 29.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given;
  - 29.9.1 48 hours after the envelope containing it was posted; or
  - 29.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

**30. Indemnity**

- 30.1 The Company may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 30.2 In this article a “relevant director” means any director or former director of the Company.
- 30.3 The Company may indemnify an auditor against any liability incurred by him or her or it
  - 30.3.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - 30.3.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

**31. Rules and bye laws**

- 31.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- 31.2 The bye laws may regulate the following matters but are not restricted to them:
  - 31.2.1 the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- 31.2.2 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
  - 31.2.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - 31.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - 31.2.5 generally, all such matters are commonly the subject matter of company rules.
- 31.3 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 31.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- 31.5 The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

## **32. Dissolution**

- 32.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- 32.1.1 directly for the Object; or
  - 32.1.2 by transfer to any Company or charities for purposes similar to the Object; or
  - 32.1.3 to any Company or charities for use for particular purposes that fall within the Object.
- 32.2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:
- 32.2.1 directly for the Object; or
  - 32.2.2 by transfer to any Company or charities for purposes similar to the Object; or
  - 32.2.3 to any Company or charities for use for particular purposes that fall within the Object.
- 32.3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a Company) and if no resolution in accordance with

**article 32.1** is passed by the members or the directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission.