

Registered Number 08362598

The Companies Act 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE ROYAL INSTITUTION OF CORNWALL

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL AND HAVING CHARITABLE STATUS

CHARITY REGISTRATION NO. 1150749

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL AND
HAVING CHARITABLE STATUS

MEMORANDUM OF ASSOCIATION

OF

THE ROYAL INSTITUTION OF CORNWALL

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of that company

Name: Mr Peter Charles Stethridge

Name: Mr Mark Henwood Chanter

Dated: 24 November 2012

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL AND
HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION

OF

THE ROYAL INSTITUTION OF CORNWALL

1. INTERPRETATION

1.1. In these Articles:

“the Act”	means the Companies Act 2006
“the Articles”	means these Articles of Association of the Charity
“AGM”	means the annual general meeting of the Charity
“the Board”	means the Board of Directors of the Charity and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Business Day”	means any day other than a Saturday, Sunday or a bank holiday
“Chairman”	means (subject to the context) either the person elected as chairman of the Charity under Article 26 or where the chairman of the Charity is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“Charity Commission”	means the Charity Commission for England and Wales
“Clear Days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“Committee”	means a Committee of the Board exercising powers delegated to it by the Board
“Companies House”	means the office of the Registrar of Companies
“Director”	means any individual who is appointed as a Director of the Charity in accordance with Article 18
“Elected Director”	means an individual appointed as a Director by the Members in accordance with Article 18.4
“Financial Expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
“General Meeting”	means a meeting of the Members and includes an AGM
“Honorary Courtney Librarian”	means the Elected Director appointed as the Honorary Courtney Librarian in accordance with Article 18.10
“Honorary Officer”	means an Elected Director appointed as either the Honorary Secretary, the Honorary Treasurer or the Courtney Librarian in accordance with Article 18.10
“Honorary Secretary”	means the Elected Director appointed as the Honorary Secretary in accordance with Article 18.10 who will also act as the company secretary
“Honorary Treasurer”	means the Elected Director appointed as the Honorary Treasurer in accordance with Article 18.10
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Life Member”	means a person admitted as a Member in accordance with Article 7.4
“Member”	means a company member for the time being of the Charity who is admitted under Article 7
“the Memorandum”	means the Memorandum of Association of the Charity
“the Object”	means the object of the Charity as set out in Article 4
“Observers”	means those persons (other than the Directors) present under Article 28 at a Board Meeting
“Patron”	means an individual who accepts the position of the Charity’s Patron in accordance with Article 30.1

“President”	means an individual who accepts the position of the Charity’s President in accordance with Article 30.1
“Registered Office”	means the registered office of the Charity
“the Charity”	means the company intended to be regulated by these Articles;
“Statutory Registers”	means the registers kept at the Registered Office which the Charity is required to maintain under the Act and which includes the register of members;
“Taxable Trading”	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax
“United Kingdom”	means Great Britain and Northern Ireland
“Vice-Chairman”	means the person elected as vice-chairman of the Charity under Article 26
“Vice-President”	means an individual who accepts the position of the Charity’s Vice-President in accordance with Article 30.1
“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers
“Year”	means a period of 12 consecutive months starting with January and ending with December

1.2. In the Articles:

- 1.2.1. terms defined in the Act are to have the same meaning;
- 1.2.2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3. references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5. headings are not to affect the interpretation of the Memorandum and Articles; and
- 1.2.6. terms defined in the Articles have the same meaning in the Memorandum and vice versa.

2. NAME

The Charity's name is The Royal Institution of Cornwall (and in this document it is called "the Charity").

3. REGISTERED OFFICE

The Charity's registered office is to be situated in England and Wales.

4. OBJECT

The Charity's Object is to advance the education of the public by encouraging and promoting the study and knowledge of literature, natural sciences, archaeology, history, ethnology, geology and the fine and applied arts, with special reference to Cornwall.

5. POWERS

The Charity may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum or Articles in order to further the Object (but not otherwise) and in particular it has powers:-

Staff and Volunteers

- 5.1. to employ staff or engage consultants and advisers on such terms as the Board think fit and to provide pensions to staff, their relatives and dependants;
- 5.2. to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 5.3. to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interest);
- 5.4. to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 5.5. to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011);
- 5.6. to provide accommodation for any other charitable organisation on such terms as the Board decides (subject to the restrictions in the Charities Act 2011);

Borrowing

- 5.7. to borrow and give security for loans;

Grants and Loans

- 5.8. to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011);

Fund Raising

- 5.9. to raise funds (but not by means of Taxable Trading), to invite and receive contributions;

Trading

- 5.10. to purchase or form trading companies alone or jointly with others;
- 5.11. to trade in the course of carrying out the Object and to charge for services;

Publicity

- 5.12. to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Charity and other organisations operating in similar fields;
- 5.13. to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.14. to promote or carry out research and disseminate and exchange the results of it;

Contracts

- 5.15. to co-operate with and enter into contracts with any person;

Bank or building Charity accounts

- 5.16. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building Charity accounts in the name of the Charity;

Investments

- 5.17. to:-
- 5.17.1. deposit or invest funds;
 - 5.17.2. employ a professional fund-manager; and
 - 5.17.3. arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as Directors of a trust are permitted to do by the Trustee Act 2000;

Insurance

- 5.18. to insure the assets of the Charity to such amount and on such terms as the Directors decide, to pay premiums out of income or capital and to use any insurance proceeds as the Directors decide (without necessarily having to restore the asset);
- 5.19. to insure and to indemnify the Charity's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;

- 5.20. to take out insurance to protect the Charity and those who use the premises owned by or let or hired to the Charity;
- 5.21. to provide indemnity insurance to cover the liability of the Directors and officers of the Charity who are not Directors:-
- 5.21.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity; and
- 5.21.2. to make contributions to the assets of the Charity in accordance with the provisions of Section 214 of the Insolvency Act 1986.

Provided that any such instances in the case of Article 5.21.1 shall not extend to:-

- any liability resulting from conduct which the Directors or officers knew, or must have known, was not in the best interests of the Charity or which the Directors or officers did not care whether it was in the best interests of the Charity or not;
- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of Article 5.21.2 shall not extend to any liability to make such a contribution where the basis of the Director's or officer's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

Other Organisations

- 5.22. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Object or to carry on any other relevant charitable purposes;
- 5.23. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Object or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 5.24. to amalgamate with any charity which has objects similar to the Object;
- 5.25. to undertake and execute any charitable trusts;
- 5.26. to affiliate, register, subscribe to or join any organisation;
- 5.27. to act as agent or trustee for any organisation including, but not limited to, the unincorporated charity known as The Royal Institution of Cornwall which is registered with the Charity Commission under number 221958;

Reserves

- 5.28. to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure; and

General

- 5.29. to acquire the assets and liabilities of the unincorporated charity known as The Royal Institution of Cornwall which is registered with the Charity Commission under number 221958;
- 5.30. to do anything else within the law which promotes or helps to promote the Object.

6. APPLICATION OF FUNDS

General

- 6.1. The income and property of the Charity must be applied solely towards promoting the Object and (except to the extent authorised by this Article 6):
- 6.1.1. no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Member; and
- 6.1.2. a Trustee may not directly or indirectly receive any payment of money or benefit from the Charity.

6.2. Benefits to Directors

Notwithstanding Article 6.1, the Charity may make the following payments or grant the following benefits to Directors:-

Out of pocket expenses

- 6.2.1. the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling Directors to carry out their duties as such;
- 6.2.2. reasonable and proper out of pocket expenses to those Directors who are engaged by the Charity as volunteers in the work of the Charity and which are actually incurred by them in carrying out their work as volunteers;

Indemnity

- 6.2.3. an indemnity in respect of any liabilities properly incurred in running the Charity in accordance with Article 31;
- 6.2.4. the benefit of indemnity insurance under Article 5.21;

Fees to companies in which Trustees have negligible interests

- 6.2.5. a payment to a Company in which a Director has no more than a 1% shareholding;

Interest and Rent

- 6.2.6. reasonable and proper interest on money lent by any Director to the Charity;
- 6.2.7. reasonable and proper rent or hiring fee for premises let or hired by any Director to the Charity;

Beneficiaries

- 6.2.8. benefits provided in furtherance of the Object to Directors who are beneficiaries of the Charity where those benefits are the same as or similar to benefits provided to other beneficiaries;

Supply of Goods and Services

- 6.2.9. payments to a Director or connected person for the supply of services and / or of goods to the Charity provided that:-
- 6.2.9.1. the amount or maximum amount of the remuneration or other sums paid to the Director or connected person supplying the services or goods ("**the Supplier**") is set out in a written agreement between the Charity and the Supplier;
 - 6.2.9.2. the amount or maximum amount of the remuneration or other sums paid to the Supplier does not exceed what in the opinion of the Board (other than the Supplier or the Director with whom the Supplier is connected) is reasonable in the circumstances for the supply of the services or goods in question;
 - 6.2.9.3. the Board, other than the Supplier or the Director with whom the Supplier is connected, are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Director or a connected person;
 - 6.2.9.4. the Supplier and, when the Supplier is a connected person, the Director with whom he is connected, 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 with regard to the supply of services or goods to the Charity or of any other matter related to such a contract or arrangement;
 - 6.2.9.5. the Supplier or, when the Supplier is a connected person, the Director with whom he is connected, does not vote on any such matter and is not counted when

calculating whether a quorum of Directors is present at the meeting;

6.2.9.6. the reason for their decision is recorded by the Board in the minutes of its meeting; and

6.2.9.7. at no time shall a majority of the Directors then in office be in receipt of remuneration or other sums authorised by this Article 6.2.9;

Exceptional Circumstances

6.2.10. other payments or benefits approved in writing in advance by the Charity Commission.

6.3. In Article 6.2.9 “Charity” shall include any company in which the Charity:

6.3.1. holds more than 50% of the shares; or

6.3.2. controls more than 50% of the voting rights attached to the shares; or

6.3.3. has the right to appoint one or more directors to the board of the company.

6.4. In Article 6.2.9, Articles 20 and 21 “connected person” means:

6.4.1. a child, parent, grandchild, grandparent, brother or sister of the Trustee; or

6.4.2. the spouse or civil partner of the Trustee or of any person falling within Article 6.4.1; or

6.4.3. a person carrying on business in partnership with the Trustees or with any person falling within Articles 6.4.1 or 6.4.2 above; or

6.4.4. an institution which is controlled by:-

6.4.4.1. the Trustee or any connected person falling within Articles 6.4.1, 6.4.2 or 6.4.3; or

6.4.4.2. two or more persons falling within Article 6.4.4.1, when taken together; or

6.4.5. a body corporate in which:

6.4.5.1. the Trustee or any connected person falling within Articles 6.4.1, 6.4.2 or 6.4.3 has a substantial interest; or

6.4.5.2. two or more persons falling within Article 6.4.5.1 who, when taken together, have a substantial interest.

6.5. Sections 1159 to 1162 of the Act apply for the purposes of interpreting the terms used in Articles 6.3 and 6.4.

6.6. **Benefits to Members**

Notwithstanding Article 6.1, the Charity may make the following payments or grant the following benefits to Members who are not Directors:-

- 6.6.1. benefits provided in furtherance of the Object to Members who are beneficiaries of the Charity where those benefits are the same as or similar to benefits provided to other beneficiaries; and
- 6.6.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

6.7. This Article 6 may not be amended without the prior written consent of the Charity Commission.

7. MEMBERS

7.1. The subscribers to the Memorandum are the first members of the Charity.

7.2. Membership of the Charity is open to any person interested in promoting the Object who:-

- 7.2.1. applies to the Charity in the form required by the Directors;
- 7.2.2. pays the subscription fee as requested by the Directors;
- 7.2.3. is approved by the Directors; and
- 7.2.4. signs the Statutory Registers or consents in writing to become a Member.

7.3. The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Statutory Registers.

7.4. The Directors may in their absolute discretion admit any individual as a Life Member and may, at any time, terminate such life membership. A Life Member shall be a Member of the Charity.

7.5. The provisions in these Articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

7.6. Membership is terminated if the Member concerned:-

- 7.6.1. gives 7 Clear Days written notice of resignation to the Charity provided that after such resignation the number of Members is not less than ten;
- 7.6.2. dies, in which case termination of membership takes effect as soon as the notice of death is received by the Charity;
- 7.6.3. is six months in arrears in paying the relevant subscription (if any) or any other moneys payable by him to the Charity unless the Board resolves otherwise;

7.6.4. is a Life Member and he is removed from the register of members in accordance with Article 7.4; or

7.6.5. is removed from membership by the Directors on the ground that, in their reasonable opinion, the Member's continued membership is harmful to the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 21 Clear Days after receiving notice).

7.7. Membership of the Charity is personal and not transferable

8. GENERAL MEETINGS

8.1. The Charity must hold an AGM in each Year and no more than 15 months shall elapse between the date of one AGM and that of the next.

8.2. The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director may call a General Meeting.

9. NOTICE OF GENERAL MEETINGS

9.1. Subject to Article 12.4, the AGM and all other General Meetings must be called on at least 14 Clear Days' written notice.

9.2. The notice must specify:-

9.2.1. the time, date and place of the General Meeting; and

9.2.2. the business to be transacted.

9.3. Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

9.4. Notice of the General Meeting must be given to all of the Members, the Directors, the Secretary (if any) and the Charity's auditors (if any).

9.5. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

10. QUORUM

10.1. No business may be transacted at a General Meeting unless a quorum is present.

10.2. The quorum for General Meetings is twenty-five of the Members for the time being. A Member may be present in person or by proxy. Where a number of Members have appointed a single person to act as their proxy in relation to a particular resolution in accordance with Article 15 all the Members making such appointment shall count individually towards the quorum in relation to that particular resolution.

- 10.3. A Member may be part of the quorum at a General Meeting if he can understand, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.
- 10.4. If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Board decide.
- 10.5. If at the adjourned meeting there are again insufficient Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least ten) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 10.6. Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

11. CHAIRMAN AT GENERAL MEETINGS

- 11.1. The President is to chair General Meetings.
- 11.2. If the President is not present within 15 minutes from the time of the General Meeting or is unable or unwilling to act then the Chairman is to chair the General Meeting. If the Chairman is not present or is unable or unwilling to act, then the Vice-Chairman is to chair the General Meeting. If the Vice-Chairman is not present, or is unable or unwilling to act, then the Members present must choose one of their number to chair the General Meeting.

12. ADJOURNMENT OF GENERAL MEETINGS

- 12.1. The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 12.2. The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 12.3. The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 12.4. It is not necessary to give notice of a General Meeting which is adjourned under Article 12.1 or 12.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 12.5. Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

13. VOTING AT GENERAL MEETINGS

- 13.1. Resolutions are to be decided on a show of hands unless a poll is properly demanded.

- 13.2. Each Member present in person or by proxy has one vote both on a show of hands and a poll. On a show of hands the Chairman is to investigate and declare the number of proxy votes to be included in the count.
- 13.3. If there is an equality of votes on a show of hands or a poll the Chairman is entitled to a second or casting vote.
- 13.4. An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 13.5. A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a poll is demanded.

14. POLLS

- 14.1. A poll may be demanded by the Chairman, or by a requisition of the Members in accordance with the Act, before or on the declaration of the result of a show of hands.
- 14.2. A demand for a poll may be withdrawn before the poll is taken. If the demand for a poll is withdrawn the result of the show of hands will stand.
- 14.3. A demand for a poll will not prevent the General Meeting continuing to transact business other than in relation to the question on which the poll is demanded.
- 14.4. A poll is to be taken as the Chairman Directs. The Chairman may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the poll was demanded but will be treated as passed when the result is declared.
- 14.5. A poll on an adjournment must be taken immediately. A poll on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 14.6. At least 7 Clear Days' notice must be given of the time and place at which the poll is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

15. PROXIES

- 15.1. A Member may appoint a proxy in writing. A proxy need not be a Member. The Directors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 39. A proxy may not appoint another proxy.
- 15.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 15.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, at least 48

hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

15.4. No document appointing a proxy will be valid for more than 12 months.

15.5. A vote given or poll demanded by proxy is to be valid despite:-

15.5.1. the revocation of the proxy; or

15.5.2. the death or mental incapacity of the principal,

unless written notice of the death, mental incapacity or revocation is received at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

15.6. A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

16. MEMBERS' WRITTEN RESOLUTIONS

16.1. Subject to the Act, a written resolution signed by the proportion of Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.

16.2. A resolution under Article 16.1 may consist of several documents in similar form each signed by one or more Members.

17. LIABILITY OF MEMBERS AND DISSOLUTION

17.1. The liability of the Members is limited.

17.2. Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

17.3. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 17.2 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

18. APPOINTMENT OF DIRECTORS

18.1. The first Directors shall be those individuals notified to Companies House as the first directors of the Charity. Subject to Article 19 the first Directors shall hold office as such only until the conclusion of the Charity's first AGM.

18.2. Subject to Article 18.3, further individuals may be appointed as Directors in accordance with Articles 18.4 and 18.9.

- 18.3. An individual may not become a Director:-
- 18.3.1. unless he is aged 18 or over;
 - 18.3.2. unless he is a Member (unless the Board decides otherwise);
 - 18.3.3. until he has signed a declaration of willingness to act as a Director of the Charity in such form as the Board requires;
 - 18.3.4. if he would immediately cease to hold office under Article 19;
 - 18.3.5. unless the Board resolves otherwise if he has already served as a Director for a cumulative period of eight years or more; or
 - 18.3.6. for a period determined by the Board having ceased to be a Director by reason of his being removed under Article 19.1.6 or Article 19.1.8.

Elected Directors

- 18.4. Subject to Articles 18.3 and 18.5 the Members shall be entitled to appoint individuals who are willing to act as Directors (“Elected Directors”) at an AGM provided that, at any one time, there are no more than fourteen Elected Directors in office.
- 18.5. No individual other than a Director retiring in accordance with Article 18.1 or Article 18.7 may be appointed a Director at an General Meeting unless:
- 18.5.1. he is recommended for re-election by the Directors; or
 - 18.5.2. not less than twenty-one Clear Days before the date of the AGM, the Charity is given notice that:-
 - 18.5.2.1. is received from a Member entitled to vote at the AGM;
 - 18.5.2.2. states that Member’s intention to propose the appointment of another person as a Director;
 - 18.5.2.3. contains the details that, if the person were to be appointed, the Charity would have to file at Companies House and the Charity Commission; and
 - 18.5.2.4. includes confirmation that the individual who is to be proposed is willing to be appointed.
- 18.6. All Members who are entitled to receive notice of a General Meeting must be given not less than fourteen Clear Days’ notice of any resolution to be put to the AGM to appoint a Director.
- 18.7. At the second and each subsequent AGM one-third of the Elected Directors or, if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office.
- 18.8. The Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Directors were appointed as

such on the same day those to retire in accordance with Article 18.7 shall, unless they otherwise agree amongst themselves in writing, be determined by lot. If an Elected Director is required to retire at an AGM in accordance with the Articles the retirement shall take effect upon the conclusion of the AGM.

Co-options and Casual Vacancies

- 18.9. Subject to Article 18.3 the Board may appoint an individual who is willing to act as a Director. Subject to Article 19, and unless the Board determines otherwise when exercising its power under this Article 18.9, an individual who is appointed as a Director in accordance with this Article 18.9 shall only hold office as a Director until the next AGM.

Honorary Officers

- 18.10. Following the appointment of the Elected Directors at an AGM the Members shall be entitled to appoint from amongst the Elected Directors:-
- 18.10.1. one individual to act as the Honorary Secretary;
 - 18.10.2. one individual to act as the Honorary Treasurer; and
 - 18.10.3. one individual to act as the Honorary Courtney Librarian.
- 18.11. Subject to Article 19 an Elected Director appointed as an Honorary Officer in accordance with Article 18.10 shall hold office as an Honorary Officer until the next AGM. For the avoidance of doubt an individual may cease to be an Honorary Officer in accordance with this Article 18.11 without necessarily ceasing to be an Elected Director.
- 18.12. Subject to remaining eligible an Elected Director who has ceased to be an Honorary Officer in accordance with Article 18.11 may be re-appointed as an Honorary Officer in accordance with Article 18.10.

19. RETIREMENT AND REMOVAL OF DIRECTORS

- 19.1. A Director will cease to hold office if he:-
- 19.1.1. dies;
 - 19.1.2. ceases to be a company director under the Act or is prohibited by law from being a company director or is disqualified from acting as a charity trustee under the Charities Act 2011;
 - 19.1.3. becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
 - 19.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
 - 19.1.5. comes to the end of his term of office in accordance with Articles 18.1, 18.7, 18.9 of 18.10;

- 19.1.6. is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
- 19.1.7. resigns by written notice to the Charity provided that, following his resignation, the Charity would still have at least [three] Directors;
- 19.1.8. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;
- 19.1.9. ceases to be a Member, unless the Board decides otherwise; or
- 19.1.10. is removed by a resolution passed by a majority of the Members present and voting at a General Meeting after the views of the Director concerned have been invited and considered.

20. CONFLICT OF DIRECTORS' INTERESTS

- 20.1. A Director must avoid a situation in which his interests or those interests he represents may potentially conflict with the interests of the Charity ('a conflict situation'). For the purposes of Articles 20.1 to 20.5, a conflict situation shall include a conflict of interest and duty and a conflict of duties.
- 20.2. Every Director must ensure that the Secretary has a list of:
 - 20.2.1. any other body of which he is a company director or officer;
 - 20.2.2. any firm in which he is a partner;
 - 20.2.3. any public body of which he is an official or elected member;
 - 20.2.4. any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
 - 20.2.5. any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or
 - 20.2.6. any other interest which is significant or material.
- 20.3. A Director who finds himself in a conflict situation must declare the nature and extent of his interest before the matter is discussed by the Board.
- 20.4. If a conflict situation is not authorised by virtue of any other provisions in the Articles and is a conflict situation arising for a Director because of a duty of loyalty owed to another organisation or person, the Directors may authorise the conflict situation and the continuing acts of a Director in that conflict situation, and impose conditions on authorisation as appropriate, provided that:-
 - 20.4.1. to do so is in the best interests of the Charity;

- 20.4.2. the conflict situation does not involve the receipt of any payment or material benefit (direct or indirect) to the Director concerned or to a connected person (as defined in the Charities Act 2011);
 - 20.4.3. the Director concerned is absent from the Board Meeting when authorisation of the conflict situation is discussed;
 - 20.4.4. the Director concerned does not count towards the quorum for the Board Meeting when authorisation of the conflict situation is discussed; and
 - 20.4.5. the Director concerned does not vote on the authorisation of the conflict situation.
- 20.5. If a Director who finds himself in a conflict situation may be directly affected by the decision of the Board in relation to that conflict situation, or if the Board requires it, the Director must also:-
- 20.5.1. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 20.5.2. not be counted in the quorum for that part of the meeting; and
 - 20.5.3. withdraw during the vote and have no vote on the matter.
- 20.6. If a Director finds himself in a conflict situation, which has not been authorised, he must cease to act in relation to matters to which the conflict situation relates, save to notify the Directors of the conflict situation or to safeguard the interests of the Charity.

21. VALIDITY OF DIRECTORS' DECISIONS

- 21.1. Subject to Article 21.2 all acts done by a Board Meeting, or by a Committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:-
- 21.1.1. who was disqualified from holding office;
 - 21.1.2. who had previously retired or who had been obliged by the Articles to vacate office;
 - 21.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without;
- 21.1.4. the vote of that Director; and
 - 21.1.5. that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- 21.2. Article 21.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him by a resolution of the Directors or of a

Committee if, but for Article 21.1, the resolution would have been void, or if the Director has not complied with Article 20.

22. FUNCTIONS OF THE BOARD

- 22.1. The Board must direct the Charity's affairs in such a way as to promote the Object. Its functions include:
- 22.1.1. defining and ensuring compliance with the values and objectives of the Charity;
 - 22.1.2. establishing policies and plans to achieve those objectives;
 - 22.1.3. approving each year's budget and accounts before publication;
 - 22.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 27 with proper systems of control;
 - 22.1.5. monitoring the Charity's performance in relation to its plans budget controls and decisions;
 - 22.1.6. satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 22.1.7. ensuring that appropriate advice is taken on the items listed in Articles 22.1.1 to 22.1.6 and in particular on matters of legal compliance and financial viability.

23. POWERS OF THE BOARD

- 23.1. Subject to the Act and the Articles, the business of the Charity is to be managed by the Board who may exercise all of the powers of the Charity.
- 23.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

24. BOARD MEETINGS

- 24.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 24.2. Board Meetings may be called by any Director or the Secretary (if any).
- 24.3. The Secretary (or such person appointed by the Board) must give at least seven days' notice of Board Meetings reciting the business to be discussed to each of the Directors. Notice must be given to Directors whether or not they will be in the United Kingdom when the notice is served or when the Board Meeting will be held.
- 24.4. Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 24.5, each Director is to have one vote.
- 24.5. If there is an equality of votes the Chairman is entitled to a second or casting vote.

- 24.6. A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

25. QUORUM FOR BOARD MEETINGS

- 25.1. The quorum for Board Meetings is three Directors or one third of the total member Directors whichever is the greater.
- 25.2. A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 25.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than three then the Board may act only to call a General Meeting or to appoint further Directors in accordance with Article 18.9 or 18.10.
- 25.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Director present may act only to:
- 25.4.1. adjourn it to such other time and place as they decide; or
 - 25.4.2. call a General Meeting.
- 25.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

26. CHAIRMAN AND VICE-CHAIRMAN

- 26.1. The Charity must have a Chairman and a Vice-Chairman who are to be elected by the Board from amongst their number at the first Board Meeting following the AGM. The Chairman and the Vice-Chairman are to hold office as such until the start of the Board Meeting which follows the next AGM after their appointment or, if sooner, until the individual concerned ceases to be a Director.
- 26.2. Unless the Board resolves otherwise, no individual may serve as Chairman or Vice-Chairman for more than 6 consecutive years.
- 26.3. The Chairman or the Vice-Chairman, as the case may be, may resign from his position at any time (without necessarily resigning as a Director at the same time).
- 26.4. The Chairman or the Vice-Chairman, as the case may be, may only be removed at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman or the Vice-Chairman, as appropriate, must be given an opportunity to explain why he should not be removed.
- 26.5. The Chairman is to chair all Board Meetings at which he is present unless he does not wish, or is not able, to do so.
- 26.6. If the Chairman is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, the Vice-Chairman

is to chair the Board Meeting. If the Vice-Chairman is not present, or is unwilling or unable to chair a Board Meeting, the Board must elect one of the Directors to chair the Board Meeting.

27. COMMITTEES AND WORKING PARTIES

- 27.1. The Board may:
- 27.1.1. establish Committees consisting of those persons whom the Board decide subject to the requirement that a Committee consists of at least 1 Director unless the Board resolves that there is good reason why this should not be the case;
 - 27.1.2. delegate to a Committee any of its powers; and
 - 27.1.3. revoke a delegation at any time.
- 27.2. The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 27.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee or Working Party.
- 27.4. Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 27.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 27.6. The Board must set the limits of any financial expenditure by each Committee. A Working Party can have no authority to incur expenditure.
- 27.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

28. OBSERVERS

- 28.1. Subject to Article 28.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.
- 28.2. Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 28.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 28.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

29. DIRECTORS' WRITTEN RESOLUTIONS

- 29.1. A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid as if it had been passed at a Board Meeting provided that:-
- 29.1.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - 29.1.2. a simple majority of the Directors have signified their agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days from the date the resolution was first circulated.
- 29.2. A resolution under Article 29.1 may consist of several documents in similar form to each of which one or more of the Directors has signified their agreement.

30. PRESIDENT, PATRON AND HONORARY VICE PRESIDENT

- 30.1. The Board may invite such individuals as, in its reasonable opinion, it thinks fit to become the President, Patron or Honorary Vice-Presidents of the Charity.
- 30.2. In the event that an individual accepts a position as the President, the Patron or as an Honorary Vice-President of the Charity the individual shall hold office as such until his death, resignation or until he is removed by the Board.

31. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 31.1. The Charity may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 31.2. Subject to the Act the Charity may indemnify any relevant Director of the Charity against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 31.3. In this article a "relevant Director" means any Director or former Director of the Charity.

32. BANK AND BUILDING CHARITY ACCOUNTS

- 32.1. All bank and building Charity accounts must be controlled by the Board and must include the name of the Charity.
- 32.2. A cheque or order for the payment of money must be signed in accordance with the instructions of the Board.

33. EXECUTION OF DOCUMENTS

- 33.1. Unless the Directors decide otherwise, documents which are executed as deeds must be signed by:
- 33.1.1. two Directors; or

33.1.2. one Director and the Honorary Secretary in his capacity as the company secretary.

34. NOTICES

- 34.1. Notices under the Articles must be in writing or given in electronic form.
- 34.2. A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 34.3. The Charity may give a notice to a Member, Director, Secretary (if any) or auditor either:
- 34.3.1. personally;
 - 34.3.2. by sending it by post in a prepaid envelope;
 - 34.3.3. by facsimile transmission;
 - 34.3.4. by leaving it at his address;
 - 34.3.5. by email; or
 - 34.3.6. by means of a website provided that notification is also given by email or in writing of the presence of the notice on the website.
- 34.4. Notices under Article 34.3.2 to 34.3.5 may be sent:
- 34.4.1. to an address in the United Kingdom or an email address which that person has given to the Charity;
 - 34.4.2. to the last known home or business address of the person to be served; or
 - 34.4.3. to that person's address in the Statutory Registers.
- 34.5. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 34.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 34.7. Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Act.
- 34.8. A notice may be served on the Charity by delivering it or sending it the Charity's Registered Office or by handing it to the Secretary (if any).

35. MINUTES

- 35.1. The Directors must keep minutes of all:-

- 35.1.1. appointments of officers made by the Directors;
- 35.1.2. proceedings at General Meetings;
- 35.1.3. Board Meetings and meetings of Committees including:
 - 35.1.3.1. the names of the those present at the meeting;
 - 35.1.3.2. the decisions made at the meetings; and
 - 35.1.3.3. where appropriate the reasons for the decisions.

36. ACCOUNTS

- 36.1. In the preparation of the Charity's accounts, the accounts must comply with the provisions of the Act and the Directors must comply with their obligations as charity trustees under the Charities Act 2011.
- 36.2. The accounting records shall be kept at the Registered Office or at such other place as the Directors think fit, and shall always be open to inspection by the officers of the Charity.

37. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 37.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-
 - 37.1.1. transmission of the statements of account to the Charity Commission;
 - 37.1.2. preparation of an annual report and its transmission to the Charity Commission;
 - 37.1.3. preparation of an annual return and its transmission to the Charity Commission.
- 37.2. The Directors must notify the Charity Commission promptly of any changes to the Charity's entry on the register of charities.

38. AUDIT

- 38.1. The Directors must appoint auditors whose duties shall be regulated by the Act.

39. STANDING ORDERS

- 39.1. Subject to Article 39.3 the Board may from time to time make standing orders for the proper conduct and management of the Charity.
- 39.2. Standing orders are binding on all Members and Directors.
- 39.3. No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.