

Passed as a Special Resolution of the Company dated the 18th day of September 2010

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION OF
EUROPEAN SOCIETY FOR VASCULAR SURGERY

The original Members of the Company signed the Memorandum of Association dated the 28th day of September 2002.

Passed as a Special Resolution of the Company dated the 18th day of 2010

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
EUROPEAN SOCIETY FOR VASCULAR SURGERY

- 1 **The company's name is** European Society for Vascular Surgery (and in this document it is called the "charity")

Interpretation

- 2 In the articles:

"address" means a postal address or for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity;

"the Articles" means charity's articles of association;

"Bye Laws" means the bye laws and rules from time to time agreed under Article 54;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means the period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Acts 2006) in so far as they apply to the Charity

"Council" means the meeting of the Directors as herein defined

"the Directors" means the Directors of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993

"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 Memorandum" means the charity's Memorandum of Association;

"officers" includes the Directors and secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Charity;

"the United Kingdom" means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in these 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 Charity.

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.

Liability of Members

3

- (1) The liability of the members is limited
- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding €1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or 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

Objects

4 The Charity's objects ("the Objects") are specifically restricted to the following:

To relieve sickness and to preserve and protect health by advancing for the public benefit for science and art and research into vascular disease including (without limitation) vascular surgery

To promote or carry out research into vascular disease and disseminate the results of such research

To hold meetings, seminars, lectures and conferences relating to vascular disease and vascular surgery

To publish or distribute information in relation to vascular disease and vascular surgery

To promote the association of surgeons, anaesthetists, radiologists, trainees and non-specialists in Europe and elsewhere who are substantially involved in the care and treatment of vascular disease

To sponsor a journal for the publication of scientific papers presented to the Charity and other suitable articles

To provide advice that may be appropriate to European authorities on matters concerning vascular disease

Powers

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

- (1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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 the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the Directors in accordance with and subject to the conditions in Section 73F of the Charities Act 1993;
- (12) to make grants or loans of money and to give guarantees;
- (13) to set aside funds for special purposes or as a reserve against future expenditure;
- (14) to insure the property of the Charity against any foreseeable risks and take out other insurance policies to protect the Society when required;
- (15) to enter into contracts to provide services to or on behalf of other bodies;
- (16) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- (17) to do anything else within the law which promotes or helps to promote the Objects

Application of Income and Property

Universal clauses

6

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A Director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with and subject to the conditions in Section 73F of the Charities Act 1993
 - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 53.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

Director's benefits - Options

Provision of goods and services, employment, other remuneration/financial benefits - directors/connected persons

(4)(A) No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless:

- (i) the payment is permitted by article 6(4)(B)(a); or
- (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

Scope and powers permitting directors'/connected persons' benefits

(4)(B) (a)

- (i) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (ii) 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 charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
- (iii) Subject to article 6(4)(C) a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (iv) A director or connected person may receive interest on money lent to the charity 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 directors.
- (v) A director or connected person may receive rent for premises let by the director or connected person to the charity 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.

(vi) The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

(vii) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(4)(C) The charity and its directors may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied:

(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

(i) the charity or its directors (as the case may be); and

(ii) the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors 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 connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6(4)(A)

(4)

(a) In sub -clauses (2)-(4) of this article 6 “charity” shall include any company in which the charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 42 and sub-clause (2) of article 43 “connected person” means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;
 - (iv) an institution which is controlled:
 - (I) by the director any connected person falling within paragraph (i), (ii), or (iii) above; or
 - (II) by two or more persons falling within sub-paragraph (I), when taken together
 - (v) a body corporate in which:
 - (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

Members

7

- (1) Membership is open to other individuals or organisations who:
- (a) apply to the Charity in the form required by the Directors;
 - (b) in the case of individuals are European surgeons, anaesthetists or radiologists in independent consultant practice who are substantially involved in the care and treatment of patients suffering from vascular disease and who shall be aged 35 years or more and under the age of 65 years; and
 - (c) are approved by the Directors.
- (2) The trainee members of the trainee section of the Charity elected in accordance with the Bye Laws to be a member of the Council and to be a member of the education and training committee of the Charity shall be deemed to be members under Article 7(1)(b) and to be members of the Charity

- (3) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

Classes of Membership

8

- (1) The directors may pursuant to the Bye Laws establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:-
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

9 Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist;
- (2) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) Any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) The member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The member has been given at least twenty-one 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;
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General Meetings

10

- (1) The Charity held its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11 The Directors may call a general meeting at any time.

Notice of General Meetings

12

- (1) The minimum period of notice required to hold a general meeting of the Charity is twenty-one clear days for an annual general meeting or any other general meeting
- (2) 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 who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. No member may appoint a proxy to attend and vote on his or her behalf.
- (4) The notice must be given to all the members and to the Directors and auditors.

13 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 Charity. Proof of transmission of the notice to any member, Director or auditor shall be sufficient evidence of notice having been served.

Proceedings at General Meetings

14

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is more than one half from time to time of the members present in person and entitled to vote upon the business to be conducted at the meeting
- (3) The authorised representative of a member organisation shall be counted in the quorum.

15

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) The Directors 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.
- (3) 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 at that time shall constitute the quorum for that meeting.

16

- (1) General meetings shall be chaired by the President or if he or she is not present by the President Elect (as defined in the Bye Laws) or such other person who has been appointed to chair meetings of the Directors.
- (2) 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 Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) 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 and entitled to vote must choose one of their number to chair the meeting.

17

- (1) The members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) 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.
- (3) 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.
- (4) 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.

18

- (1) 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:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person and having the right to vote at the meeting; or

- (c) by a member or members present in person representing not less than one half of the total voting rights of all the members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3)
 - (a) 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.
 - (b) 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.
- (4)
 - (a) 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.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) 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.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) 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.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Written Resolutions

19

- (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:-
 - (a) a copy of the proposed resolution has been sent to every eligible member;

- (b) 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
 - (c) 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.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of Members

- 20 Subject to article 8, every member whether an individual or an Organisation shall have one vote.
- 21 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.
- 22
 - (1) Any Organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
 - (2) The Organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the Organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the Organisation until written notice to the contrary is received by the Charity.
 - (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the Organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the Organisation.

Directors

- 23
 - (1) A Director must be a natural person aged 35 years or older save in the case of the representative of the trainee section of the Charity who shall be 21 years or older and be a Full Member as defined in the Bye Laws.
 - (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 33.
- 24 The number of Directors shall be not less than 15 and no more than 50 (unless otherwise determined by ordinary resolution).

- 25 A Director may not appoint an alternative Director or anyone to act on his or her behalf at meetings of the Directors.

Appointment of Directors

26

- (1) The President, the President Elect, the immediate Past President, the Secretary, the Treasurer and the Editor of the Journal of the Charity (all as defined in the Bye Laws).
- (2) All directors must be elected in accordance with the following provisions:-
 - (a) Each country whose number of nationals being Full Members (as defined in the Bye Laws) shall exceed 10 on the first day of May in any year when an election shall be held shall be entitled to nominate one representative to the Council of the Charity and for the purposes of this Article "country" shall mean a European state
 - (b) In the event that there shall be more than one nomination from any country on or before the first day of July the current representative of that country who is a Director (or in the case of a newly eligible country the Secretary of the Charity) shall cause a ballot to be held of its Full Members on or before the first of September in that year
 - (c) The votes cast for each position as Director shall be submitted to the Council of Directors at their meeting in September where two Directors (being non-national representatives of the country involved) shall count the votes and advise the Secretary of the result and the successful nominee shall be confirmed as a Director of the Company and such appointment shall take effect from the date of the next following April meeting of the Charity.

Powers of Directors

27

- (1) The Directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of Directors

- 28 At each annual general meeting those Directors who have served for three years as a Director must retire from office.

29

- (1) If a Director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the start of the April meeting following the annual general meeting.
- (2) No Director shall be entitled to serve in the position of a Director of the Council of the Charity (other than in a position as referred to in Article 28(1)) for more than three years each.

30

- (1) The Directors may appoint a person who is willing to act to be a Director
- (2) A Director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

Disqualification and Removal of Directors

31 A Director shall cease to hold office if he

- (1) ceases to be a Director by virtue of any provisions in the Companies Acts or as prohibited by law from being a director;
- (2) is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all of their meetings held within a period of eighteen consecutive months and the directors resolve that his or her office be vacated;

Remuneration of Directors

32 The Directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of Directors

33

- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles and shall meet at least twice in any year and one meeting shall coincide with the Annual Convention of the Charity as defined in the Bye Laws.
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a director.

- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- (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

34

- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater.
- (3) 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.
- (4) Every Director shall have one vote save as permitted under Article 35(5).
- (5) Every issue to be voted upon shall be determined by a simple majority of votes cast at the meeting subject to Article 39.

35

If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

36

- (1) The President or failing him or her the President Elect of the Charity shall be the Chairman of the meeting.
- (2) 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.
- (3) 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.

37

- (1) 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:-
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

(b) 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.

(2) 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.

Delegation

38

(1) The Directors may delegate any of their powers or functions to a committee of three or more Directors but the terms of any delegation must be recorded in the minute book and one officer of the Charity as defined in Article 27 shall be an ex-officio member of such committee but shall not be entitled to vote on any issue considered by the Committee.

(2) The Directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Declaration of Directors Interests

39 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 Charity or in any transaction or arrangement entered into by the Charity 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 Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of Interest

40

(1) If a conflict of interest arises for 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:-

(a) 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;

- (b) 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
 - (c) the unconflicted Directors consider it is in the interest of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

Validity of Directors' Decisions

41

- (1) Subject to article 43(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

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

- (2) Article 43(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 43(1), the resolution would have been void, or if the Director has not complied with Article 41.

Seal

- 42 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

Minutes

- 43 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meeting; and
 - (c) where appropriate the reasons for the decisions.

Accounts

44

- (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.
- (2) The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

45

- (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to the:
 - (a) transmission of the statements of account to the Charity;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of Communication to be Used

46

- (1) Subject to the Articles anything sent or supplied by or to the charity 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 charity
- (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

47 Any notice to be given to or by any person pursuant to the Articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

48

- (1) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity.

49

A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

50

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) 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 Companies Act 2006.
- (3) In accordance with Section 1147 of the Companies Act 2006, notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

51

- (1) The Charity shall indemnify any 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.
- (2) In this article a "relevant director" means any director or former director of the charity

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- The Charity may indemnify an auditor against any liability incurred by him or her or it
- (3) 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

- (4) in connection with an application to 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

Bye Laws

52

- (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (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;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Act or the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting shall have power to alter, add to or repeal the rules or byelaws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity
- (5) The rules or byelaws shall be binding on all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Dissolution

53

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:-
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or

- (c) to any charity or charities for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the charity, the Directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid or provision made for them shall on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 55(1) is passed by the members of the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission