

Articles of Association of The Cochrane Collaboration

The Companies Act 2006

Company Limited by Guarantee And Not Having A Share Capital

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The Companies Act 1985 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

THE COCHRANE COLLABORATION

Adopted by special resolution dated 16 December 2020

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1. INTERPRETATION

1.1 In the Articles

“Act”	means the Companies Act 2006;
“Appointed Member”	means a Member of the Governing Board appointed by the Governing Board in accordance with Article 15.2.1;
“Articles”	means these Articles of Association of the Charity;
“authenticated”	means (subject to section 1146 of the Act) authenticated in such manner as the Governing Board may in its absolute discretion determine;
“Chair” and “Co-Chair”	means the Member or Members of the Governing Board appointed as chair or co-chair of the Governing Board in accordance with Article 18.1;
“chair of the meeting”	means the person appointed to chair a general meeting of the Charity or a meeting of the Governing Board in accordance with Article 10 or 20.5;
“Charities Act”	means the Charities Act 2011;
“Charity”	means the company intended to be regulated by the Articles;
“clear days”	in relation to notice given under the Articles, means a 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;
“Commission”	means the Charity Commission for England & Wales or any body which replaces it;
“Elected Member”	means a Member of the Governing Board elected by the members of the Charity in accordance with Article 15.1;
“electronic form” “electronic means”	and have the meaning given to those terms in section 1168 of the Act;
“Governing Board”	means the board of directors and the board of trustees of the Charity from time to time;
“Hybrid Meeting”	has the meaning given in Article 6.3;
“member”	means a member from time to time and “membership” shall be construed accordingly;
“Member of the Governing Board”	means any member of the Governing Board appointed or elected from time to time in accordance with these Articles;

“member’s representative”	means any duly authorised representative of any member which is an organisation, such authorisation evidenced to the Governing Board as it sees fit;
“Objects”	has the meaning given in Article 2.1;
“office”	means the registered office of the Charity;
“Physical Meeting”	has the meaning given in Article 6.3;
“secretary”	means the secretary of the Charity (if it has one) or any other person appointed to perform the duties of the secretary of the Charity;
“United Kingdom”	means Great Britain and Northern Ireland; and
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether or not sent or supplied in electronic form.

1.2 The Articles are to be interpreted without reference to the model articles under the Act, which do not apply to the Charity.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.6 Subject as aforesaid and excluding for these purposes only any statutory modification not in force when these Articles become binding on the Charity, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

1.7 Apart from the exception mentioned in the previous Article, a reference to an Act of Parliament includes any subordinate legislation from time to time made under it and, further, any statutory modification or re-enactment of it for the time being in force.

2. **OBJECTS AND POWERS**

2.1 The Charity’s objects (the “Objects”) are the protection and preservation of public health through the preparation, maintenance and promotion of the accessibility of systematic reviews of the effects of health care or any other charitable activities, for the public benefit.

2.2 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

2.2.1 to draw, make, accept, endorse, discount, execute and issue promissory notices, bills, cheques and other instruments, and to operate bank, building society or other accounts in the name of the Charity;

2.2.2 to raise funds and to invite and receive contributions by way of donation, sponsorship, grant, loan, subscription or otherwise provided that in raising funds the Charity shall

- not undertake any permanent trading activities and shall conform to any relevant statutory regulations;
- 2.2.3 (subject to such consents as may be required by law) to borrow any moneys required for the purposes of the Charity upon such terms and such securities as may be determined;
 - 2.2.4 to acquire, alter, improve, construct and repair buildings on, and (subject to such consents as may be required by law) to charge, lease, exchange, license or otherwise dispose of property;
 - 2.2.5 to apply for, purchase or otherwise acquire any intellectual property rights, licences or know-how which may seem capable of being used for any of the purposes of the Charity or the acquisition of which may seem calculated directly or indirectly to benefit the Charity, and to use, exercise, develop, license or otherwise turn to account the property, rights or information so acquired;
 - 2.2.6 to invest the moneys of the Charity not immediately required for its purposes in such manner as may be thought fit, and to permit any investments to be held in the name of a nominee for the Charity, and to pay any such nominee reasonable and proper remuneration for acting as such;
 - 2.2.7 to employ such staff, who (subject to Article 3 below) shall not be Members of the Governing Board, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
 - 2.2.8 to pay out of the funds of the Charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Governing Board (or any individual Member of the Governing Board) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Governing Board (or any individual Member of the Governing Board);
 - 2.2.9 to establish or support directly or indirectly any charitable trusts, associations, corporations, universities or other institutions formed or operated in whole or in part for all or any of the Objects;
 - 2.2.10 to co-operate with other charities, voluntary bodies, National Health Service Trusts, universities and health and other statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them and seek to influence public opinion and make representations to, and seek to influence, governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
 - 2.2.11 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation of the Charity; and
 - 2.2.12 to do all such other lawful things as are necessary for the achievement of the Objects or conducive or incidental to doing so.

2.3 Article 2.1 may be amended by special resolution but only with the prior written consent of the Commission.

3. RESTRICTIONS ON PAYMENTS

3.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Member of the Governing Board shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in this document shall prevent any payments in good faith by the Charity:

3.1.1 of reasonable and proper remuneration to the Chair or Co-Chair of the Charity for their services to the Charity provided that:

- (a) no more than two Members of the Governing Board can be so remunerated at any time;
- (b) a Member of the Governing Board appointed or proposed to be appointed as a Chair or Co-Chair shall withdraw from any meeting of the Governing Board at which her or his appointment or remuneration or the remuneration arrangements for the Chair or Co-Chair generally are under discussion;
- (c) the maximum amount of remuneration which a Chair or Co-Chair may receive in any financial year of the Charity shall not exceed any limit for the time being in force pursuant to any resolution of the Governing Board or the Charity;
- (d) the maximum amount of remuneration which a Chair or Co-Chair may receive, when taken together with any payment of out-of-pocket expenses under Articles 3.1.8 or 17 shall not exceed:
 - (i) the amount which could be regarded as reasonable payment for the work undertaken by her or him for the Charity; or
 - (ii) if lower, where the Chair or Co-Chair is employed by a third party, the amount of earnings lost by her or him as a result of the work undertaken by her or him for the Charity;

3.1.2 of the usual professional charges for business done by any Member of the Governing Board who is a solicitor, accountant, medical practitioner, research scientist or other person engaged in a profession, or by any partner of hers or his, when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of the Members of the Governing Board benefit under this provision and that a Member of the Governing Board shall withdraw from any meeting of the Governing Board at which her or his appointment or remuneration, or that of her or his partner, is under discussion;

3.1.3 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Member of the Governing Board;

3.1.4 of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 2.2.8;

- 3.1.5 of interest on money lent by any member or Member of the Governing Board at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Governing Board;
- 3.1.6 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Governing Board may also be a member holding not more than 1/100th part of the issued capital of that company;
- 3.1.7 of reasonable and proper rent for premises demised or let by any member or Member of the Governing Board; and
- 3.1.8 to any Member of the Governing Board of reasonable out-of-pocket expenses in the context of attendance at meetings of the Governing Board, committees of the Governing Board and general meetings of the Charity the expression "out-of-pocket expenses" may at the discretion of the Governing Board include not only travel and hotel expenses, but also payments up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Governing Board forfeit through attendance at such meetings.

MEMBERSHIP

4. ADMISSION TO MEMBERSHIP

- 4.1 The Charity shall admit to membership an individual or organisation which:
 - 4.1.1 applies to the Charity using the application process from time to time approved by the Governing Board; and
 - 4.1.2 is approved by the Governing Board or in accordance with any rules or by-laws from time to time made under Article 28.
- 4.2 The Governing Board (or any person to whom authority is delegated under rules or by-laws made under Article 28) may in their absolute discretion decline to accept any application for membership and need not give reasons for doing so.
- 4.3 The Governing Board may from time to time prescribe criteria for membership, but the Charity shall not be obliged to accept persons fulfilling those criteria as members.
- 4.4 Membership is not transferable.

5. TERMINATION OF MEMBERSHIP

- 5.1 An individual or organisation ceases to be a member if:
 - 5.1.1 being an individual, she or he dies or, being an organisation, it ceases to exist;
 - 5.1.2 being an individual, she or he is or becomes bankrupt, insolvent, or makes any formal arrangement or composition with her or his creditors generally;
 - 5.1.3 being an organisation, it is or becomes insolvent or makes any formal arrangement or composition with its creditors generally or any formal step is taken for its winding up or for the appointment of an administrator or receiver in relation to the member or its property; or

- 5.1.4 the member gives notice of retirement in writing to the Charity, provided that after such retirement the number of members is not less than two.
- 5.2 The Governing Board may terminate the membership of any member without her or his consent by giving the member written notice if, in the reasonable opinion of the Governing Board, the member:
 - 5.2.1 is guilty of conduct which has had or is likely to have a serious adverse effect on the Charity or bring the Charity or any or all of the members or Members of the Governing Board into disrepute;
 - 5.2.2 has acted or has threatened to act in a manner which is contrary to the interests of the Charity as a whole; or
 - 5.2.3 has failed to observe the terms of the Articles or any rules or by-laws made in accordance with Article 28.

Following such termination, the member shall be removed from the Charity's register of members.

- 5.3 The notice to the member under Article 5.2 must give the member the opportunity to be heard in writing or, at the absolute discretion of the Governing Board, in person, as to why her or his membership should not be terminated. The Governing Board must consider any representations made by the member and inform the member of their decision following such consideration There shall be no right to appeal from a decision of the Governing Board to terminate the membership of a member.
- 5.4 A member whose membership is terminated under this Article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Charity any subscription or other sum owed by her or him.

MEETINGS AND VOTING OF MEMBERS

6. HOLDING OF GENERAL MEETINGS

- 6.1 The Charity shall not be required to hold a general meeting in each calendar year and may hold an annual general meeting at any time, provided that any such meeting shall not be held more than two years after the immediately preceding annual general meeting, in addition to any other meetings in that period, and shall specify the meeting as such in the notice calling it. A general meeting shall be held at such time and place (and/or, as applicable, electronic platform) as the Governing Board shall determine.
- 6.2 The Governing Board may call general meetings and, on the requisition of members of the Charity pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the Act.
- 6.3 In this Article 6:
 - 6.3.1 a "Physical Meeting" means a general meeting held and conducted by physical attendance by members and/or proxies at a particular place; and
 - 6.3.2 a "Hybrid Meeting" means a general meeting held and conducted by both physical attendance by members and/or proxies at a particular place and by members and/or proxies also being able to attend and participate by electronic means without needing to be in physical attendance at that place.

- 6.4 The Governing Board may decide in relation to any general meeting (including an annual general meeting or a postponed or adjourned meeting) whether the general meeting is to be held as a Physical Meeting or as a Hybrid Meeting.
- 6.5 The Governing Board may make such arrangements as it may (subject to the requirements of the Act) decide in connection with the facilities for participation by electronic means in a Hybrid Meeting, and the entitlement of any member or proxy to attend the general meeting, or to participate in it by electronic means, shall be subject to such arrangements. In the case of a Hybrid Meeting, the provisions of the Articles shall be treated as modified to permit any such arrangements and in particular:
- 6.5.1 references in the Articles to attending and being present at the meeting, including in relation to the quorum for the meeting and the right to vote at the meeting, shall be treated as including participating in, and counting in the quorum for, the meeting by electronic means;
 - 6.5.2 a notice of a general meeting which is to be a Hybrid Meeting shall state details of the facilities for attendance and participation by electronic means at the meeting or shall state where such details will be made available by the Charity prior to the meeting;
 - 6.5.3 the meeting shall be treated as having commenced if it has commenced at the physical place specified in the notice of the meeting;
 - 6.5.4 the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities have been made available so that all persons (being entitled to do so) attending the Hybrid Meeting by electronic means, may participate in the business of the meeting, but under no circumstances shall the inability of any one or more members or proxies to access, or continue to access, the facilities for participation in the meeting despite adequate facilities being made available by the Charity, affect the validity of the meeting or any business conducted at the meeting;
 - 6.5.5 all resolutions put to members at a Hybrid Meeting shall be decided on a poll, and the arrangements in relation to the timing of, and voting under, any poll shall be determined by the Governing Board; and
 - 6.5.6 if it appears to the chair of the meeting that the electronic facilities for a Hybrid Meeting have become inadequate for the purpose of holding the meeting then the chair of the meeting may, with or without the consent of the meeting, adjourn the meeting (before or after it has started) and the provisions of Article 11.2 shall apply to any such adjournment.
- 6.6 If, after the sending of notice of a Hybrid Meeting but before the meeting is held (or after the adjournment of a Hybrid Meeting but before the adjourned meeting is held), the Governing Board considers that it is impracticable or unreasonable to hold the meeting at the time specified in the notice of meeting using the electronic facilities stated in the notice of meeting or made available prior to the meeting, it may, without sending a new notice of meeting, change the meeting to a Physical Meeting, or change the electronic facilities (and make details of the new facilities available in the manner stated in the notice of meeting) and/or postpone the time at which the meeting is to be held.
- 6.7 An adjourned general meeting or postponed general meeting may be held as a Physical Meeting or a Hybrid Meeting irrespective of the form of the general meeting which was adjourned or postponed.

7. NOTICE OF GENERAL MEETINGS

- 7.1 A general meeting shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members of the Charity having a right to attend and vote, being a majority together holding not less than 90 per cent. of the total voting rights at the general meeting of all the members of the Charity.
- 7.2 The notice shall specify whether the meeting shall be a Physical Meeting or a Hybrid Meeting, the time and place (and/or if applicable, electronic platform) of the general meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all members of the Charity, to all Members of the Governing Board, and to the auditors.
- 7.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

8. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 8.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 8.2 A person is able to exercise the right to vote at a general meeting when:
- 8.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 8.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the meeting.
- 8.3 The Members of the Governing Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 8.4 In determining attendance at a general meeting, it is immaterial whether any two or more members of the Charity attending it are in the same place as each other.
- 8.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

9. QUORUM AT GENERAL MEETINGS

- 9.1 No business other than the appointment of the chair of the meeting shall be transacted at any meeting unless a quorum is present. One hundred members of the Charity having the right to vote at the meeting and being present in person or by proxy or, being an organisation, present by a member's representative shall constitute a quorum.
- 9.2 If a quorum is not present within half an hour from the time appointed for the general meeting, or if during a general meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Governing Board may determine.

10. CHAIRING GENERAL MEETINGS

- 10.1 The Chair, if any, of the Governing Board or in her or his absence some other Member of the Governing Board nominated by the Governing Board shall preside as chair of the meeting, but if neither the Chair nor such other Member of the Governing Board (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members of the Governing Board present shall elect one of their number to be chair of the meeting and, if there is only one Member of the Governing Board present and willing to act, she or he shall be chair of the meeting.
- 10.2 If no Member of the Governing Board is willing to act as chair of the general meeting, or if no Member of the Governing Board is present within fifteen minutes after the time appointed for holding the general meeting, the members of the Charity present and entitled to vote shall choose one of their number to be chair of the meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 Any Member of the Governing Board shall be entitled to attend and participate in any general meeting.
- 11.2 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 11.3 Subject to Article 6.5.5, a resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded, and provided that any resolution proposed at any Hybrid Meeting may only be decided on a poll. Subject to the provisions of the Act, a poll may be demanded:
- 11.3.1 by the chair of the meeting;
 - 11.3.2 by at least five members having the right to vote at the meeting and present in person or by proxy or, being an organisation, by a member's representative; or
 - 11.3.3 by members present in person or by proxy or, being an organisation, by a member's representative representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.4 Unless a poll is duly demanded, or otherwise required by these Articles, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 11.5 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 11.6 A poll shall be taken as the chair of the meeting directs and she or he may appoint scrutineers (who need not be members of the Charity) and fix a time and place for declaring the results of the

poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 11.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote she or he may have.
- 11.8 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 11.9 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

12. **VOTES OF MEMBERS**

- 12.1 Subject to Article 12.2, every member shall have one vote.
- 12.2 No member shall be entitled to vote at any general meeting:
- 12.2.1 if a notice to expel her or him has been given under Article 5; and
 - 12.2.2 unless all moneys then payable by her or him to the Charity have been paid.
- 12.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.
- 12.4 Votes may be given on a poll or a show of hands either personally or by proxy or by a member's representative.
- 12.5 Subject to the Act, the Governing Board may make whatever arrangements they consider appropriate so that, in respect of a vote on a resolution that is to be decided by way of a poll, the votes may include votes cast in advance.
- 12.6 The notice appointing a proxy shall be in writing and shall be authenticated in such manner as the Governing Board shall determine. A proxy need not be a member.
- 12.7 The notice appointing a proxy and the power of attorney or other authority, if any, under which it is authenticated, or a notarially-certified copy of that power or authority, shall be deposited at the office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) or delivered in electronic form in a manner specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the notice of proxy shall not be treated as valid.
- 12.8 The Charity may require notices appointing a proxy to be delivered in a particular form and may specify different forms for different purposes.

- 12.9 The notice appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.10 A vote given in accordance with the terms of a notice of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was authenticated, provided that no intimation in writing of such revocation shall have been received by the Charity at the office (or other address specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 12.11 A vote given or poll demanded by a member's representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Charity at the office (or other address specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (or, in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, the time appointed for taking the poll).
- 12.12 Any organisation which is a member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity. Subject to the Act, the Charity may require such evidence, and/or notice (not exceeding 14 days' notice prior to the date of the meeting), of the appointment as it sees fit.

THE GOVERNING BOARD

13. NUMBER OF MEMBERS OF THE GOVERNING BOARD

- 13.1 The number of Members of the Governing Board shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 13.2 Subject to Article 13.3, a majority of the Members of the Governing Board must be Elected Members.
- 13.3 If the membership of any Elected Member is terminated for any reason, and such termination would result in the Charity being in breach of Article 13.2, then the Charity shall not be so in breach (and no Appointed Member shall be required to resign) if it shall thereafter proceed to make arrangements to appoint a replacement as soon as reasonably practicable and in accordance with Article 15.1.

14. POWERS OF THE GOVERNING BOARD

- 14.1 Subject to the provisions of the Act and the Articles, and to any directions given by special resolution, the business of the Charity shall be managed by the Governing Board which may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Governing Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governing Board by the Articles, and a meeting of the Governing Board at which a quorum is present may exercise all the powers exercisable by the Governing Board.
- 14.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governing Board shall have the following powers, namely:
- 14.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity

such part of the funds as they may see fit and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

- 14.2.2 to enter into contracts on behalf of the Charity;
- 14.2.3 to exercise all the powers of the Charity to borrow money, and to mortgage or charge all or any part or parts of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party; and
- 14.2.4 to resolve pursuant to Article 2.2.8 to effect indemnity insurance, notwithstanding their interest in such a policy.

15. APPOINTMENT AND RETIREMENT OF MEMBERS OF THE GOVERNING BOARD

15.1 Elected Members of the Governing Board

- 15.1.1 The Governing Board shall make arrangements for the holding of elections in any calendar year in which any of the Elected Members cease to hold office under Article 15.1.4. The Governing Board may, from time to time, specify the maximum number of Elected Members provided that this number shall not be less than six.
- 15.1.2 The arrangements made by the Governing Board shall in particular include arrangements for:
 - (a) the giving of notice of elections and for specifying the closing date for voting;
 - (b) specifying the record date by which a person must be a member to be eligible to vote in the elections, which shall not be more than 60 days prior to the closing date for voting;
 - (c) the nomination of candidates;
 - (d) the term to be served by the candidates if different to the three-year term specified in Article 15.1.4;
 - (e) the provision of information by candidates;
 - (f) the conduct of voting, which shall include provision for any eligibility or constituency representation requirements for any specific Elected Members' position, and further, provision for eligible persons to vote by post or through electronic means; and
 - (g) the timing and form of the announcement of the results of the election and the appointment of the Elected Members.
- 15.1.3 In respect of any election of Elected Members, the eligible persons must be members of the Charity (or a member's representative of a member) at the relevant record date.
- 15.1.4 Elected Members shall hold office for a term of three years, unless a different length of term has been specified in accordance with the arrangements in 15.1.2(d):
 - (a) commencing on the date their appointment is announced in accordance with the arrangements made under Article 15.1.2; and

- (b) ending on the date the results of the election held in the third year (or such other date as the Governing Board may determine in accordance with the arrangements in Article 15.1.2(d)) after their election are announced in accordance with the arrangements made under Article 15.1.2, unless, subject to Article 15.3, they are re-appointed at that election.

15.1.5 An Elected Member must be a member.

15.2 **Appointment of Directors by Governing Board and at General Meetings**

15.2.1 The Governing Board may appoint a person (whether or not a member at the time of appointment, but who shall each become a member at the time of appointment) who is willing to act to be a Member of the Governing Board either to fill a vacancy or as an additional Member of the Governing Board provided that:

- (a) the appointment does not cause the number of Members of the Governing Board to exceed any number (if any) fixed by or in accordance with the Articles as the maximum number of Members of the Governing Board; and

- (b) the appointment does not result in a majority of the Members of the Governing Board being Appointed Members.

15.2.2 In addition, and separate, to the appointment right of the Governing Board set out in Article 15.2.1, the Charity may by ordinary resolution appoint a person who is willing to act to be a Member of the Governing Board either to fill a vacancy or as an additional Member of the Governing Board.

15.3 **Other provisions regarding eligibility**

15.3.1 No Member of the Governing Board may serve more than eight years (whether as an Elected Member, Appointed Member, a Chair or Co-Chair) unless a period of at least three years has elapsed since the end of their previous term.

15.3.2 No person may be appointed as a Member of the Governing Board:

- (a) unless she or he has attained the age of 18 years;
- (b) in circumstances such that, had she or he already been a Member of the Governing Board, she or he would have been disqualified from acting under the provisions of Article 16.2; or
- (c) if, as a result, Elected Members would not constitute a majority of the Members of the Governing Board.

16. **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE GOVERNING BOARD**

16.1 The Charity may, in accordance with and subject to the provisions of the Act, by ordinary resolution of which special notice has been given, remove any Member of the Governing Board before the expiration of her or his period of office (notwithstanding anything in the Articles or in any agreement between the Charity and such Member of the Governing Board).

16.2 A Member of the Governing Board shall cease to hold office if she or he:

- 16.2.1 ceases to be a Member of the Governing Board by virtue of any provision in the Act or is disqualified from acting as a Member of the Governing Board by virtue of Section 178 of the Charities Act;
 - 16.2.2 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Member of the Governing Board and may remain so for more than three months;
 - 16.2.3 resigns her or his office by notice to the Charity (but only if at least two Members of the Governing Board will remain in office when the notice of resignation is to take effect);
 - 16.2.4 is absent without the permission of the Governing Board from all their meetings held within a period of six months and the Governing Board resolves that her or his office be vacated or
 - 16.2.5 ceases to be a member.
- 16.3 A Member of the Governing Board shall be deemed to have ceased to hold office from the date of service of any notice under Article 5.2 until the Governing Board has made its decision in accordance with Article 5.3 as to whether that Member of the Governing Board's office is terminated.

17. EXPENSES OF THE MEMBERS OF THE GOVERNING BOARD

The Members of the Governing Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Governing Board or committees of the Governing Board or general meetings or otherwise in connection with the discharge of their duties, but, except to the extent permitted by Article 3, shall otherwise be paid no remuneration as Members of the Governing Board. In the context of attendance at meetings, the expenses to be paid to Members of the Governing Board may at the discretion of the Governing Board include payments up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Governing Board forfeit through attendance at such meetings.

18. EXECUTIVE APPOINTMENTS OF THE MEMBERS OF THE GOVERNING BOARD

- 18.1 Subject to the provisions of the Act and to Article 3, the Governing Board may appoint up to two of their number to be Chair or Co-Chair of the Charity (who may be remunerated in accordance with Article 3.1.1) or to any unremunerated executive office under the Charity and may at any time remove her or him from that office. Any such appointment may, subject to the Act and Article 3, be made upon such terms as the Governing Board determines. Any appointment of a Member of the Governing Board to an executive office shall terminate if she or he ceases to be a Member of the Governing Board.
- 18.2 The appointment of a Chair or Co-Chair shall be for a term of two years and, subject to Article 15.3, a Chair or Co-Chair may be reappointed for a further two-year term but thereafter shall not be eligible to be appointed as Chair or Co-Chair.

19. GOVERNING BOARD CONFLICTS OF INTEREST

- 19.1 Except to the extent permitted by Article 3, no Member of the Governing Board shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested

otherwise than as a Member of the Governing Board in any other contract to which the Charity is a party.

19.2 A Member of the Governing Board must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Member of the Governing Board must, if so requested by the chair of the meeting, absent herself or himself from any discussions of the Governing Board in which it is possible that a conflict will exist between her or his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

19.3 If a conflict of interest arises for a Member of the Governing Board 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 Members of the Board may authorise such a conflict of interests where the following conditions apply:

19.3.1 the conflicted Member of the Governing Board is, if so requested by the chair of the meeting, absent from any part of a meeting at which authorisation of that conflict of interests or loyalties is considered or at which there is a discussion of any arrangement or transaction affecting that other organisation or person;

19.3.2 the conflicted Member of the Governing Board does not vote on any such matter and is not counted when considering whether a quorum of Members of the Board is present at the meeting; and

19.3.3 the unconflicted Members of the Board consider it is in the interests of the Charity to authorise the conflict of interests or loyalties in the circumstances applying.

19.4 In this Article a conflict of interests or loyalties arising because of a duty of loyalty owed to another individual or organisation only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Governing Board or to a connected person.

20. **PROCEEDINGS OF THE GOVERNING BOARD**

20.1 Subject to the provisions of the Articles, the Governing Board may regulate its proceedings as it thinks fit. A Member of the Governing Board may, and the secretary at the request of a Member of the Governing Board shall, call a meeting of the Governing Board.

20.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

20.3 The quorum for the transaction of the business of the Governing Board may be fixed by the Governing Board but shall not be less than one third of their number or two Members of the Governing Board, whichever is the greater.

20.4 The Governing Board may act notwithstanding any vacancies in the number of Members of the Governing Board, but, if the number is less than the number fixed as the quorum, the continuing Member or Members of the Governing Board may act only for the purpose of filling vacancies or of calling a general meeting.

20.5 Unless she or he is unwilling to do so, the Chair or Co-Chair appointed in accordance with Article 18.1 shall preside at every meeting of the Governing Board at which she or he is present for a period of two years from her or his appointment. But if there is no Member of the Governing Board holding that office, or if the Member of the Governing Board holding it is unwilling to preside or is

not present within five minutes after the time appointed for the meeting, the Members of the Governing Board present may appoint one of their number to be chair of the meeting.

- 20.6 The Governing Board may appoint one or more committees of the Governing Board consisting of three or more Members of the Governing Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governing Board would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Governing Board. Persons who are not Members of the Governing Board may be invited to participate in committees in accordance with the role and remit of the relevant committee as determined by the Governing Board.
- 20.7 Any Member of the Governing Board or member of any committee of the Governing Board may participate in a meeting of the Governing Board or such committee by means of conference telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if she or he wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Member of the Governing Board or member of any committee of the Governing Board so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair of the meeting is for that meeting.
- 20.8 All acts done by a meeting of the Governing Board, or of a committee of the Governing Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of the Governing Board or that any Member of the Governing Board was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of the Governing Board and had been entitled to vote.
- 20.9 A resolution in writing or in electronic form, authenticated by all the Members of the Governing Board entitled to receive notice of a meeting of the Governing Board or of a committee of the Governing Board, shall be as valid and effective as if it had been passed at a meeting of the Governing Board or (as the case may be) a committee of the Governing Board duly convened and held. Such a resolution may consist of several documents (whether in electronic form or not) containing the same text, each authenticated by one or more of the Members of the Governing Board.
- 20.10 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Governing Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Members of the Governing Board or their duly appointed representatives.

SECRETARY AND ADMINISTRATIVE MATTERS

21. SECRETARY

Subject to the provisions of the Act, the Governing Board may appoint a secretary who shall be appointed by the Governing Board for such term, at such remuneration (if not a Member of the Governing Board) and upon such conditions as the Governing Board may think fit, and any secretary so appointed may be removed by the Governing Board.

22. MINUTES

- 22.1 The Governing Board shall keep minutes in writing:

- 22.1.1 of all appointments of officers made by the Governing Board; and
- 22.1.2 of all proceedings at meetings of the Charity and of the Governing Board and of committees of the Governing Board including the names of the Members of the Governing Board present at each such meeting.

23. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part 15 of the Act.

24. ANNUAL REPORT

The Governing Board shall comply with its obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commission.

25. ANNUAL RETURN

The Governing Board shall comply with its obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commission.

26. NOTICES

26.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Governing Board need not be in writing.

26.2 The Charity can send, deliver or serve any notice or other document, including a share certificate, to or on a member:

26.2.1 personally;

26.2.2 by sending it through the postal system addressed to the member at his registered address or by leaving it at that address addressed to the member;

26.2.3 by sending or supplying it in electronic form to an address notified by the member to the Charity for that purpose;

26.2.4 subject to the Act, by making it available on a website and notifying the member of its availability in accordance with this Article; and

26.2.5 by any other means authorised in writing by the member.

26.3 Other than in accordance with Articles 26.2.3 to 26.2.4, there is no requirement on the Charity to serve notice on a member who has a registered address outside the United Kingdom. Where a member has a registered address outside the United Kingdom but has notified the Charity of an address within the United Kingdom at which notices, documents or other information may be given to her or him or has given to the Charity an address for the purposes of communications by electronic means at which notices, documents or other information may be served, sent or supplied to her or him, she or he shall be entitled to have notices served, sent or supplied to her or him at such address or, where applicable, the Charity may make them available on a website and notify the holder of that address. Otherwise no such member shall be entitled to receive any notice, document or other information from the Charity.

26.4 Any notice, document or other information, addressed to a member at his registered address or address for service in the United Kingdom shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post (or,

where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.

- 26.5 Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 26.6 Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Charity. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
- 26.7 Any notice, document or other information served, sent or supplied by the Charity by any other means authorised in writing by the member concerned shall be deemed to have been received when the Charity has carried out the action it has been authorised to take for that purpose.
- 26.8 If on three consecutive occasions any notice, document or other information has been sent to any member at his registered address or his address for the service of notices (by electronic means or otherwise) but has been returned undelivered, such member shall not be entitled to receive notices, documents or other information from the Charity until he shall have communicated with the Charity and supplied in writing a new registered address or address within the United Kingdom for the service of notices or has informed the Charity of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Charity (or its agents) and a notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Charity (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.
- 26.9 A member present in person or by a duly authorised representative or proxy at any general meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

27. INDEMNITY AND INSURANCE

- 27.1 Subject to the provisions of and so far as may be consistent with the Act, but without prejudice to any indemnity to which a Member of the Governing Board may be otherwise entitled, every Member of the Governing Board, auditor, secretary or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities incurred by her or him arising from or by reason of any improper investment made in good faith (as long as the Governing Board shall have sought professional advice before making such investment), or arising from or by reason of the negligence or fraud of any other Member of the Governing Board or of any agent employed by the Charity in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or arising from or by reason of any mistake or omission made in good faith by any Member of the Governing Board, or arising from or by reason of any other matter or thing in the execution and/or discharge

of her or his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office, other than wilful and individual fraud, wrong-doing or wrongful omission on the part of the Member of the Governing Board, auditor, secretary or other officer of the Charity.

- 27.2 Subject to the Act, the Charity may purchase and maintain for any Member of the Governing Board, auditor, secretary or other officer of the Charity insurance cover in accordance with Article 2.2.7 against any liability which by virtue of any rule of law may attach to her or him in respect of any negligence, default, breach of duty or breach of trust of which she or he may be guilty in relation to the Charity, and against all costs, charges, losses, expenses and liabilities incurred by her or him and for which she or he is entitled to be indemnified by the Charity by virtue of Article 27.1.

28. **RULES AND REPRESENTATIVE BODIES**

- 28.1 The Governing Board may from time to time make such rules or by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, the Governing Board may by such rules or by-laws regulate:

28.1.1 the admission and classification of members of the Charity (including the admission of individuals or organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions, licence fees and other fees or payments to be made by members;

28.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees;

28.1.3 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;

28.1.4 the procedure at general meetings and meetings of the Governing Board and committees of the Governing Board insofar as such procedure is not regulated by the Articles; and

28.1.5 generally, all such matters as are commonly the subject-matter of company rules.

- 28.2 The Charity in general meeting shall have power to alter, add or to repeal the rules or by-laws and the Governing Board shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or by-laws, which shall be binding on all members of the Charity provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

- 28.3 The Governing Board may establish a Council or such other representative or advisory bodies or working groups as it may from time to time deem necessary or expedient or convenient. The Governing Board may make rules or by-laws for the purposes of establishing or regulating the proceedings of such bodies and governing their reporting to and representation at meetings of the Governing Board.

29. **LIMIT OF LIABILITY**

The liability of the members of the Charity is limited. Every member undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up

while she or he is a member or within one year after she or he ceases to be a member, for payment of the Charity's debts and liabilities contracted before she or 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.

30. DISTRIBUTION OF ASSETS ON WINDING-UP

30.1 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 of the Charity, but shall be applied or transferred:

30.1.1 in service of the Objects;

30.1.2 to some other charity or charities having objects similar to the Objects 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 3 above; or

30.1.3 if that cannot be done, then to any charity or charities for particular purposes falling within the Objects.

30.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to Article 30.1, may be made by resolution of the members at or before the time of winding up or dissolution and, subject to any such resolution of the members, may be made by resolution of the Governing Board at or before the time of winding up or dissolution.

30.3 In the event that no resolution is passed by the members or by the Governing Board in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Commission.