

**The Companies Act 2006**

**ARTICLES OF ASSOCIATION**

**of**

**THE EUROPEAN SOCIETY OF THORACIC SURGEONS**

**COMPANY LIMITED BY GUARANTEE**

**NOT HAVING A SHARE CAPITAL AND HAVING CHARITABLE STATUS**

**ARTICLES OF ASSOCIATION**

**OF**

**EUROPEAN SOCIETY OF THORACIC SURGEONS**

(as amended by special resolution dated [20] June 2022)

## 1. INTERPRETATION

### 1.1. In these Articles:

“the Act”	means the Companies Act 2006
"Active Member"	means an individual admitted as a Member in accordance with Article 7.3 and designated as an Active Member in the Statutory Registers
“the Articles”	means these Articles of Association of the Charity
“AGM”	means the annual general meeting of the Charity
“the Board”	means the board of Directors of the Charity and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Chairman”	means (subject to the context) either the President or where the President is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“the Charity”	means the company intended to be regulated by these Articles;
“Charity Commission”	means the Charity Commission for England and Wales
“Clear Days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“Committee”	means a Committee of the Board exercising powers delegated to it by the Board
“Companies House”	means the office of the Registrar of Companies
“Conflicted Director”	means a Director in respect of whom a conflict of interest arises or may reasonably arise because he, or a person to whom he is connected in accordance with Section 118 Charities Act 2011, stands to receive a benefit from the Charity, or has some separate duty or interest in a matter to be decided by the Board, or in relation to information which is confidential to the Charity

"Connected Person"	has the meaning given in Section 118 Charities Act 2011
"Corresponding Member"	means an individual admitted as a Member in accordance with Article 7.3 and designated as a Corresponding Member in the Statutory Registers
"Director"	means any individual who is appointed as a Director of the Charity in accordance with Article 18
"Editor"	means the individual appointed as a Director in accordance with Article 18.4.1.4
"European"	refers to all sovereign states and dependant territories having all or part of their territory in Europe according to its geographical boundaries or being culturally associated with Europe. It thus includes 44 countries having all their territory in Europe (Albania, Germany, Andorra, Austria, Belgium, Belarus, Bosnia and Herzegovina, Bulgaria, Croatia, Denmark, Spain, Estonia, Finland, France, Greece, Hungary, Ireland, Iceland, Italy, Kosovo, Latvia, Liechtenstein, Lithuania, Luxembourg, FYR Macedonia, Malta, Moldova, Monaco, Montenegro, Norway, Netherlands, Poland, Portugal, Czech Republic, Romania, United Kingdom, San Marino, Serbia, Slovakia, Slovenia, Sweden, Switzerland, Ukraine and Vatican), and 5 countries located partly in Europe, partly in Asia (Azerbaijan, Georgia, Kazakhstan, Russia and Turkey)
"General Meeting"	means a meeting of the Members and includes an AGM
"Honorary Member"	means an individual admitted as a Member in accordance with Article 7.3 and designated as an Honorary Member in the Statutory Registers
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"International Director"	means a Director appointed pursuant to Article 18.4.2.5
"Member"	means a company member for the time being of the Charity who is admitted under Article 7

"Membership Rules"	means the regulations made by the Board in accordance with Article 38 in relation to membership
"the Memorandum"	means the Memorandum of Association of the Charity
"Nominations Committee"	means a committee of the Board exercising powers to deal with the nomination of Directors as delegated to it by the Board
"the Objects"	means the object of the Charity as set out in Article 4
"Observers"	means those persons (other than the Directors) present under Article 29 at a Board Meeting
"President"	means the individual appointed as a Director in accordance with Article 18.4.1.1
"Past President"	means the individual whose term of office as the President ceased at the latest AGM
"Past Past President"	means the individual whose term of office as the President ceased at the AGM preceding the latest AGM
"Registered Office"	means the registered office of the Charity
"Secretary General"	means the individual appointed as a Director in accordance with Article 18.4.1.2, who may also be appointed as the company secretary at Companies House
"Senior Member"	means an individual admitted as a Member in accordance with Article 7.3 and designated as a Senior Member in the Statutory Registers
"Statutory Registers"	means the registers kept at the Registered Office which the Charity is required to maintain under the Act and which includes the register of members;
"Taxable Trading"	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax
"Trainee Member"	means an individual admitted as a Member in accordance with Article 7.3 and designated as a Trainee Member in the Statutory Registers
"Treasurer"	means the individual appointed as a Director in accordance with Article 18.4.1.3
"United Kingdom"	means Great Britain and Northern Ireland

“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers
“Year”	means a period of 12 consecutive months starting with January and ending with December

1.2. In the Articles:

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

**2. NAME**

The Charity’s name is European Society of Thoracic Surgeons (and in this document it is called “the Charity”).

**3. REGISTERED OFFICE**

The Charity’s registered office is to be situated in England.

**4. OBJECTS**

- 4.1 The Charity’s Objects are the advancement of education, research and patient care by the study and practice of thoracic surgery and related medical subjects.

Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and /or section 2 of the Charities Act (Northern Ireland) 2008.

## **5. POWERS**

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

### **Staff and Volunteers**

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

### **Property**

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

### **Borrowing**

- 5.7. to borrow and give security for loans (subject to the restrictions in the Charities Act 2011);

### **Grants and Loans**

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

### **Fund Raising**

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

### **Trading**

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

## **Publicity**

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

## **Contracts**

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

## **Bank or building Charity accounts**

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

## **Investments**

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

## **Insurance**

- 5.18. to insure the assets of the Charity to such amount and on such terms as the Directors decide, to pay premiums out of income or capital and to use any insurance proceeds as the Directors decide (without necessarily having to restore the asset);
- 5.19. to insure and to indemnify the Charity's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 5.20. to take out insurance to protect the Charity and those who use the premises owned by or let or hired to the Charity;
- 5.21. to provide indemnity insurance to cover the liability of the Directors and officers of the Charity who are not Directors:-

- 5.21.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity; and
- 5.21.2. to make contributions to the assets of the Charity in accordance with the provisions of Section 214 of the Insolvency Act 1986.

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

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

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

### **Other Organisations**

- 5.22. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes;
- 5.23. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 5.24. to amalgamate with any charity which has objects similar to the Objects;
- 5.25. to undertake and execute any charitable trusts;
- 5.26. to affiliate, register, subscribe to or join any organisation;
- 5.27. to act as agent or trustee for any organisation;

### **Reserves**

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



## **General**

- 5.29. to do anything else within the law which promotes or helps to promote the Objects.

## **6. APPLICATION OF FUNDS**

### **General**

- 6.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects except with the prior written consent of the Charity Commission and subject to Articles 6.2 to 6.9.

### **Benefits to Members**

- 6.2. A Member who is not also a Director may receive:-
- 6.2.1. a benefit from the Charity in the capacity of a beneficiary of the Charity; and
  - 6.2.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

### **Benefits and payments to Directors and Connected Persons**

- 6.3. 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 when acting on behalf of the Charity.
- 6.4. 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 189 Charities Act 2011.
- 6.5. A Director may receive an indemnity from the Charity in the circumstances specified in Article 31.
- 6.6. A Director may not receive any other benefit or payment unless it is authorised by Article 6.8.
- 6.7. No Director or Connected Person may:-
- 6.7.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
  - 6.7.2. sell goods, services, or any interest in land to the Charity;
  - 6.7.3. be employed by, or receive any remuneration from, the Charity;
  - 6.7.4. receive any other material benefit (meaning a benefit, direct or indirect, which is either money or has a monetary value) from the Charity;

unless the payment is permitted by Article 6.8 or authorised by the court or the Charity Commission.

### **Scope and powers permitting Directors' or Connected Persons' Benefits**

- 6.8. A Director or Connected Person may:-
- 6.8.1. receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
  - 6.8.2. 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, Sections 185 and 186 Charities Act 2011;
  - 6.8.3. receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
  - 6.8.4. receive rent for premises let by the Director or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
  - 6.8.5. take part in the normal fundraising activities of the Charity on the same terms as members of the public.
- 6.9. In Article 6.8 "Charity" includes any company in which the Charity:-
- 6.9.1. holds more than 50% of the shares; or
  - 6.9.2. controls more than 50% of the voting rights attached to the shares; or
  - 6.9.3. has the right to appoint one or more directors to the board of the company.

## **7. MEMBERS**

- 7.1. The subscribers to the Memorandum are the first Members of the Charity.
- 7.2. The members of the unincorporated charity known as the European Society of Thoracic Surgeons (registered charity number 1094888) ("the Unincorporated Charity"), as determined in accordance with its constitution, as at the date of the Charity's incorporation shall become Members of the Charity following the transfer to the Charity of the assets of the Unincorporated Charity.
- 7.3. Membership of the Charity is open to any individual interested in promoting the Objects who:-

- 7.3.1. applies to the Charity in the form required by the Directors;
  - 7.3.2. pays the subscription fee as requested by the Directors;
  - 7.3.3. is approved by the Directors or by the Members at the AGM in accordance with the Membership Rules;
  - 7.3.4. signs the Statutory Registers or consents in writing to become a Member; and
  - 7.3.5. completes a declaration of interests in such form as the Board requires.
- 7.4. Each individual admitted as a Member in accordance with Article 7.3 must be admitted as (and recorded in the Statutory Registers as) either:
- 7.4.1. an Active Member;
  - 7.4.2. a Senior Member;
  - 7.4.3. an Honorary Member;
  - 7.4.4. a Trainee Member; or
  - 7.4.5. a Corresponding Member.
- 7.5. The Directors shall record the different criteria, rights and obligations of each class of Member listed in Article 7.4 in the Membership Rules.
- 7.6. Membership is terminated if the Member concerned:-
- 7.6.1. gives written notice of resignation to the Charity, such notice to take effect on receipt by the Charity;
  - 7.6.2. dies;
  - 7.6.3. is two years in arrears in paying the relevant subscription (if any) or any other moneys payable by him to the Charity; or
  - 7.6.4. is removed from membership by a majority vote of the Directors on the ground that, in their reasonable opinion, the Member is guilty of conduct detrimental to the interests of the Charity (but only after the Member concerned has been given at least 14 Clear Days notice of a meeting at which such a resolution is to be proposed together with reasons for the proposed resolution and the Member concerned has been given the opportunity to make representations (either orally or in writing) to such a meeting and to be accompanied at such a meeting by another Member of his/her choice).
- 7.7. Membership of the Charity is personal and not transferable.

## **8. GENERAL MEETINGS**

- 8.1. The Charity must hold an AGM in each Year and no more than 15 months shall elapse between the date of one AGM and that of the next.
- 8.2. At the AGM the Members must:-
  - 8.2.1. receive an update on the accounts of the Charity for its previous financial year;
  - 8.2.2. receive a report on the Charity's activities;
  - 8.2.3. be informed of the retirement of those Directors who are retiring under these Articles;
  - 8.2.4. elect Directors in accordance with Article 18.6; and
  - 8.2.5. appoint auditors for the Charity.
- 8.3. The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director may call a General Meeting.

## **9. NOTICE OF GENERAL MEETINGS**

- 9.1. Subject to Article 12.4, the AGM and all other General Meetings must be called on at least 14 Clear Days' written notice.
- 9.2. The notice must specify:-
  - 9.2.1. the time, date and place of the General Meeting; and
  - 9.2.2. the business to be transacted.
- 9.3. Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 9.4. Notice of the General Meeting must be given to all of the Members, the Directors, the Secretary General (if any) and the Charity's auditors (if any).
- 9.5. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

## **10. QUORUM**

- 10.1. No business may be transacted at a General Meeting unless a quorum is present.
- 10.2. Subject to Article 10.5 the quorum for General Meetings is fifty of the Members or one-tenth of the total number of Members for the time being

(whichever is the fewer). A Member may be present in person or by proxy. Where a number of Members have appointed a single person to act as their proxy in relation to a particular resolution in accordance with Article 15 all the Members making such appointment shall count individually towards the quorum in relation to that particular resolution.

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

## **11. CHAIRMAN AT GENERAL MEETINGS**

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

## **12. ADJOURNMENT OF GENERAL MEETINGS**

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

### **13. VOTING AT GENERAL MEETINGS**

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

### **14. POLLS**

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

## **15. PROXIES**

- 15.1. A Member may appoint a proxy in writing. A proxy need not be a Member. The Directors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 38. A proxy may not appoint another proxy.
- 15.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 15.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 15.4. No document appointing a proxy will be valid for more than 12 months.
- 15.5. A vote given or poll demanded by proxy is to be valid despite:-
  - 15.5.1. the revocation of the proxy; or
  - 15.5.2. the death or mental incapacity of the principal,unless written notice of the death, mental incapacity or revocation is received at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 15.6. A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

## **16. MEMBERS' WRITTEN RESOLUTIONS**

- 16.1. Subject to the Act, a written resolution signed by the proportion of Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.
- 16.2. A resolution under Article 16.1 may consist of several documents in similar form each signed by one or more Members.

## **17. LIABILITY OF MEMBERS AND DISSOLUTION**

- 17.1. The liability of the Members is limited.

- 17.2. Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he/she 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, such amount as may be required not exceeding one pound.
- 17.3. If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among Members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 6 hereof, as chosen by such Members of the Charity at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.

## **18. APPOINTMENT OF DIRECTORS**

- 18.1. The first Directors shall be those individuals notified to Companies House as the first directors of the Charity. Subject to Article 19, the first Directors shall hold office as such only until the conclusion of the Charity's first AGM.
- 18.2. Following incorporation, and subject to Article 18.3:-
- 18.2.1. the first Directors may appoint further individuals to serve as Directors until the conclusion of the Charity's first AGM; and
- 18.2.2. individuals may be appointed as Directors in accordance with Articles 18.4, and 18.7 to 18.9.
- 18.3. An individual may not become a Director:-
- 18.3.1. unless he is aged 18 or over;
- 18.3.2. unless he is an Active Member or, in the case of the Editor only, a Senior or Honorary Member;
- 18.3.3. if his appointment would take the total number of Directors above eighteen;
- 18.3.4. until he has signed a declaration of willingness to act as a Director in such form as the Board requires; or
- 18.3.5. if he would immediately cease to hold office under Article 19.

### **Elected Directors**

- 18.4. Subject to Articles 18.3 and 18.5, the Members shall appoint at an AGM:-
- 18.4.1. individuals as necessary to fill the following posts:-



- 18.4.1.1. the President, who is to serve as such until the end of the AGM in the following year;
  - 18.4.1.2. the Secretary General, who is to serve as such until the end of the third AGM following his appointment;
  - 18.4.1.3. the Treasurer, who is to serve as such until the end of the third AGM following his appointment; and
  - 18.4.1.4. the Editor, who is to serve as such until the end of the third AGM following his appointment;
  - 18.4.1.5. the Director of AGM who is to serve as such until the end of the second AGM following his appointment;
  - 18.4.1.6. the Director of Database who is to serve as such until the end of the second AGM following his appointment; and
  - 18.4.1.7. the Director of Education who is to serve as such until the end of the second AGM following his appointment
- 18.4.2. not less than six, nor more than nine other individuals as Directors as necessary:-
- 18.4.2.1. one of whom is to serve as the President Elect until the end of the AGM in the following year (at which point he will automatically become the President unless he has ceased to hold office in accordance with Article 19);
  - 18.4.2.2. one of whom, at the AGM in the year preceding the point at which the Secretary General's term of office is due to expire, is to serve as the Secretary General Elect until the end of the AGM in the following year;
  - 18.4.2.3. one of whom, at the AGM in the year preceding the point at which the Treasurer's term of office is due to expire, is to serve as the Treasurer Elect until the end of the AGM in the following year;
  - 18.4.2.4. one of whom, at the AGM in the year preceding the point at which the Editor's term of office is due to expire, is to serve as the Editor Elect until the end of the AGM in the following year;
  - 18.4.2.5. one of whom must be resident in a non-European country at the date of the AGM ("the International Director") and who is to serve until the end of the third AGM following his appointment; and

- 18.4.2.6. any other of whom are to serve until the end of the second AGM following their appointment.
- 18.5. No individual may be appointed a Director at an AGM in accordance with Article 18.4 unless:
  - 18.5.1. he has been nominated for election by a Member in writing to the Charity by the end of February in any given year; and
  - 18.5.2. his nomination has been approved by the Nominations Committee in March in any given year;
  - 18.5.3. his nomination has been approved by a two-thirds vote of the Board; and
  - 18.5.4. not less than 30 Clear Days before the date of the AGM, the Charity is given notice that:-
    - 18.5.4.1. contains the details that, if the person were to be appointed, the Charity would have to file at Companies House and the Charity Commission; and
    - 18.5.4.2. includes confirmation that the individual who is to be proposed is willing to be appointed.
  - 18.5.5. all Members who are entitled to receive notice of a General Meeting are given not less than 21 Clear Days' notice of any resolution to be put to the AGM to appoint a Director.
- 18.6. For the avoidance of doubt, more than one candidate in relation to a particular Director post may be approved by the Board and be put forward for potential election as a Director at an AGM to fill that post in accordance with Article 18.5, in which case the candidate receiving the highest number of votes at the AGM will be appointed.
- 18.7. An individual who has served:-
  - 18.7.1. as the Secretary General, or the Treasurer or the Editor may be re-appointed to such office in accordance with Article 18.4 for a maximum of one further term (and so being able to serve a maximum of 6 years in total);
  - 18.7.2. as the International Director may not be reappointed as a Director;

- 18.7.3. as the Director of AGM, or the Director of Education, or the Director of Database, or as a Director having been appointed in accordance with Article 18.4.2.6, may be reappointed to such office in accordance with Article 18.4.2.6 for a maximum of one further term (and so being able to serve a maximum of 4 years in total), provided always that in the case of the Director of AGM, the Director of Education, and the Director of Database, if the Board determines in exceptional circumstances that such a Director should remain in post to enable the completion of relevant tasks for the Charity needing additional time to be completed, such a Director may be re-elected for a maximum of two additional terms of two years each.

#### **Past President and Past Past President**

- 18.8. The Past President and the Past Past President shall be entitled to act as Directors whilst they continue in post as such, subject to Article 19.
- 18.9. The Past Past President shall serve as the Director of External Relations on an ex officio basis until the end of the AGM in the following year.
- 18.10. The Board may appoint one other Director to an honorary role if deemed necessary and, shall when making such appointment, specify his term of office in such a role (subject to Article 19).

### **19. RETIREMENT AND REMOVAL OF DIRECTORS**

- 19.1. A Director will cease to hold office if he:-
- 19.1.1. dies;
  - 19.1.2. ceases to be a company director under the Act or is prohibited by law from being a company director or is disqualified from acting as a charity trustee under the Charities Act 2011;
  - 19.1.3. becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
  - 19.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
  - 19.1.5. comes to the end of his term of office in accordance with these Articles;
  - 19.1.6. is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
  - 19.1.7. resigns by written notice to the Charity provided that, following his resignation, the Charity would still have at least three Directors;

- 19.1.8. is absent without, in the opinion of the Board, good reason from all Board Meetings held during a six month period and the Board resolves that he should cease to be a Director; or
- 19.1.9. ceases to be an Active Member (or an Honorary or Senior Member in the case of the Editor), unless the Board decides otherwise.

## **20. TRUSTEES' CONFLICTS OF INTERESTS**

- 20.1. Subject to Article 21.1, any Director who becomes a Conflicted Director in relation to any matter must:-
  - 20.1.1. declare the nature and extent of his interest before discussion begins on the matter;
  - 20.1.2. withdraw from the meeting for that item after providing any information requested by the Board;
  - 20.1.3. not be counted in the quorum for that part of the meeting; and
  - 20.1.4. be absent during the vote and have no vote on the matter.

## **21. AUTHORISATION OF TRUSTEES' CONFLICTS OF INTEREST**

- 21.1. When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of the Charity to do so, may (by resolution passed in the absence of the Conflicted Director) authorise the Conflicted Director notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
  - 21.1.1. continue to participate in discussions leading to the making of a decision and / or to vote; or
  - 21.1.2. disclose to a third party information confidential to the Charity; or
  - 21.1.3. take any action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the Charity; or
  - 21.1.4. refrain from taking any step required to remove the conflict.
- 21.2. If a Director finds himself in a conflict situation which has not been authorised he must cease to act in relation to matters to which the conflict situation relates, save to notify the Board of the conflict situation or to safeguard the interests of the Charity.
- 21.3. This Article 21 may be amended by a special resolution of the Members but, where the result would be to permit any material benefit to a Director or a Connected Person, only with the prior written consent of the Charity Commission.

## **22. VALIDITY OF TRUSTEES' DECISIONS**

- 22.1. Subject to Article 22.2 all acts done by the Board, or of a Committee of the Board, shall be valid notwithstanding the participation in any vote of a Director:-
- 22.1.1. who was disqualified from holding office;
  - 22.1.2. who had previously retired or who had been obliged by the Articles to vacate office;
  - 22.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
  - 22.1.4. if without;
    - 22.1.4.1. the vote of that Director; and
    - 22.1.4.2. that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- 22.2. Article 22.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Board or of a Committee if, but for Article 22.1, the resolution would have been void, or if the Trustee has not complied with Article 21.

## **23. FUNCTIONS OF THE BOARD**

- 23.1. The Board must direct the Charity's affairs in such a way as to promote the Objects. Its functions include:
- 23.1.1. defining and ensuring compliance with the values and objectives of the Charity;
  - 23.1.2. establishing policies and plans to achieve those objectives;
  - 23.1.3. approving each year's budget and accounts before publication;
  - 23.1.4. establishing and overseeing a framework of delegation of its powers to Committees Working Parties and employees under Article 28 with proper systems of control;
  - 23.1.5. monitoring the Charity's performance in relation to its plans budget controls and decisions;
  - 23.1.6. satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
  - 23.1.7. overseeing the performance and activities of the Local Groups;

- 23.1.8. ensuring that appropriate advice is taken on the items listed in Articles 23.1.1 to 23.1.7 and in particular on matters of legal compliance and financial viability.

## **24. POWERS OF THE BOARD**

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

## **25. BOARD MEETINGS**

- 25.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 25.2. Board Meetings may be called by any Director or the Secretary General (if any).
- 25.3. The Secretary General (or such person appointed by the Board) must give at least seven days' notice of Board Meetings reciting the business to be discussed to each of the Directors. Notice must be given to Directors whether or not they will be in the United Kingdom when the notice is served or when the Board Meeting will be held.
- 25.4. Subject to Article 19.1.6 matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 25.5, each Director is to have one vote.
- 25.5. If there is an equality of votes the Chairman is entitled to a second or casting vote.
- 25.6. A decision taken in good faith by the Board is not invalidated by:-
  - 25.6.1. a technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board was unaware at the time;
  - 25.6.2. the participation in the decision of a Director who was disqualified from office provided that the Board was unaware of the disqualification at the time; or
  - 25.6.3. the participation in the decision of a Director who had retired from office or who had otherwise been obliged to vacate office in accordance with the Articles provided that the Board was unaware at the time that the Director had ceased to hold office .

## **26. QUORUM FOR BOARD MEETINGS**

- 26.1. The quorum for Board Meetings is one third of the total number of Directors for the time being.

- 26.2. A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 26.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than three then the Board may act only to call a General Meeting or to appoint further Directors in accordance with Article 18.8.
- 26.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Director present may act only to:
  - 26.4.1. adjourn it to such other time and place as they decide; or
  - 26.4.2. call a General Meeting.
- 26.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

## **27. CHAIRMAN**

- 27.1. The President shall be the Chairman and is to chair all Board Meetings at which he is present unless he does not wish, or is not able, to do so.
- 27.2. If the President is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, the Board must elect one of the Directors to chair the Board Meeting.

## **28. COMMITTEES AND WORKING PARTIES**

- 28.1. The Board may:
  - 28.1.1. establish Committees consisting of those persons whom the Board decide;
  - 28.1.2. delegate to a Committee any of its powers; and
  - 28.1.3. revoke a delegation at any time.
- 28.2. The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 28.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.

- 28.4. Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 28.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 28.6. The Board must set the limits of any financial expenditure by each Committee. A Working Party can have no authority to incur expenditure.
- 28.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

## **29. OBSERVERS**

- 29.1. Subject to Article 29.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.
- 29.2. Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 29.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 29.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

## **30. DIRECTORS' WRITTEN RESOLUTIONS**

- 30.1. A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid as if it had been passed at a Board Meeting provided that:-
  - 30.1.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
  - 30.1.2. a simple majority of the Directors have signified their agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days from the date the resolution was first circulated.
- 30.2. A resolution under Article 30.1 may consist of several documents in similar form to each of which one or more of the Directors has signified their agreement.

## **31. INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 31.1. The Charity may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.



- 31.2. Subject to the Act the Charity may indemnify any relevant Director of the Charity against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 31.3. In this article a “relevant Director” means any Director or former Director of the Charity.

## **32. BANK AND BUILDING SOCIETY ACCOUNTS**

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

## **33. EXECUTION OF DOCUMENTS**

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

## **34. NOTICES**

- 34.1. Notices under the Articles must be in writing or given in electronic form.
- 34.2. A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 34.3. The Charity may give a notice to a Member, Director, Secretary or auditor either:
  - 34.3.1. personally;
  - 34.3.2. by sending it by post in a prepaid envelope;
  - 34.3.3. by facsimile transmission;
  - 34.3.4. by leaving it at his address;
  - 34.3.5. by email; or
  - 34.3.6. by means of a website provided that notification is also given by email or in writing of the presence of the notice on the website.
- 34.4. Notices under Article 34.3.2 to 34.3.6 may be sent:
  - 34.4.1. to an address in the United Kingdom or an email address which that person has given to the Charity;
  - 34.4.2. to the last known home or business address of the person to be served; or

- 34.4.3. to that person's address in the Statutory Registers.
- 34.5. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 34.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 34.7. Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Act.
- 34.8. A notice may be served on the Charity by delivering it or sending it to the Charity's Registered Office or by handing it to the Secretary (if any) or by email to an address which the Charity has provided for the purpose.

## **35. MINUTES**

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

## **36. ACCOUNTS**

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

## **37. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 37.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-
  - 37.1.1. transmission of the statements of account to the Charity Commission;
  - 37.1.2. preparation of an annual report and its transmission to the Charity Commission;

37.1.3. preparation of an annual return and its transmission to the Charity Commission.

37.2. The Directors must notify the Charity Commission promptly of any changes to the Charity's entry on the register of charities.

### **38. STANDING ORDERS / REGULATIONS**

38.1. Subject to Article 38.3 the Board may from time to time make standing orders or regulations for the proper conduct and management of the Charity.

38.2. Standing orders or regulations are binding on all Members and Directors.

38.3. No standing order or regulation may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

38.4. The Members in General Meeting may alter or repeal or make additions to any standing order or regulation made by the Board in accordance with Article 38.1.

### **39. PATRONS AND REGENTS**

39.1. The Board may at any time appoint any person, whether a Member of the Charity or not, to be a patron, regent or other honorary officer of the Charity on such terms as the Board may determine from time to time. Such honorary offices shall not carry any executive duties or responsibilities nor shall such offices carry any voting rights.