

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association
of
International Alliance of Patients' Organizations

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Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of International Alliance of Patients' Organizations

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

Name of each subscriber

Authentication by each subscriber

Alzheimer's Pakistan

Community Health and Information Network (CHAIN)

Consumer AdvoCare Network

Consumers Health Forum of Australia Limited

Esperantra

Fundacja Bezpieczeństwo dla Pacjentów

Honk Kong Alliance of Patients' Organizations Limited

National Voices

The National Health Council

Dated 17 April 2013

The Companies Acts 1985 to 2006

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Articles of Association
of
International Alliance of Patients' Organizations

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The Companies Acts 1985 to 2006

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Articles of Association of International Alliance of Patients' Organizations

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Association are the promotion of the relief of sickness and preservation and protection of health for the public benefit through fostering patient-centred healthcare worldwide and in particular by developing the capacity of patients' organisations.

3. Powers

To further its objects the Association may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 provide or procure the provision of advice;
- 3.6 provide or procure the provision of counselling and guidance;
- 3.7 alone or with other organisations advocate for a stronger voice for patients in developing healthcare policy 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 shall be confined to those which an English and Welsh charity may properly undertake;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;

- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Association must comply as appropriate with the Charities Act 2011);
- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Association must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the Association's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the Association to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the objects of the Association and carry on any other trade which is not expected to give rise to taxable profits;
- 3.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 subject to Article 4 (limitation on private benefits):
 - 3.21.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Association's objects);
- 3.24 undertake and execute charitable trusts;
- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.26 co-operate, collaborate and form partnerships and alliances with health professionals, policy makers, academics, researchers, industry representatives, charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 pay out of the funds of the Association the costs of forming and registering the Association;
- 3.28 insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Association;
- 3.29 provide indemnity insurance for the Trustees or any other officer of the Association in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Association); and
- 3.30 do all such other lawful things as may further the Association's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This shall not prevent any payment in good faith by the Association of:

- 4.2.1 any payments made to any member in its capacity as a beneficiary of the Association;
- 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Association (including services performed by the member under a contract of employment with the Association), provided that if such member is a Trustee Articles 4.3, 4.4 and 4.5 shall apply;

- 4.2.3 interest at a reasonable and proper rate on money lent by any member to the Association;
- 4.2.4 any reasonable and proper rent for premises let by any member to the Association; and
- 4.2.5 any payments to a member who is also a Trustee which are permitted under Articles 4.3, 4.4 or 4.5.

Permitted benefits to Trustees and Connected Persons

4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Association;
- 4.3.2 be employed by, or receive any remuneration from, the Association; or
- 4.3.3 receive any other financial benefit from the Association;

unless the payment is permitted by Article 4.4 or 4.5 or authorised in Writing by the Charity Commission.

4.4 A Trustee may receive the following benefits from the Association:

- 4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Association in his, her or its capacity as a beneficiary of the Association;
- 4.4.2 a Trustee may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him or her when acting on behalf of the Association;
- 4.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Association) provided that this provision may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to a Trustee in relation to that Trustee);
- 4.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Association;
- 4.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Association;
- 4.4.6 the Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29; and

- 4.4.7 a Trustee or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 22 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 Article 4.4 (read so that references to “the Association” are replaced by references to “any Subsidiary Company”) shall permit a Trustee to receive benefits from a Subsidiary Company provided that:

4.5.1 Article 4.4.1 shall be treated as though it read “a Trustee or person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Association or of any Subsidiary Company”; and

4.5.2 the words in Article 4.4.3 “on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Association)” shall be treated as though they read “, with the approval of the Trustees, (excluding the service of acting as Trustee but including other services performed by a Trustee or person Connected to a Trustee under a contract of employment with any Subsidiary Company)”.

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- 4.6 If the Association is registered with the Office of the Scottish Association Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:

- 5.1 payment of the Association’s debts and liabilities contracted before it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Association shall be indemnified out of the assets of the

Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

8. Chair and other officers

- 8.1 Subject to the By-laws, the Trustees may appoint one of their number to be the Chair of the Trustees and such other officers as they consider desirable for such term of office and with such duties and powers as they determine (subject to a maximum of two years) and may at any time remove him or her from that office. For the avoidance of doubt, a Trustee may not be reappointed to the same office.

9. Special Advisors

The Trustees can appoint advisors on such terms as the Trustees shall decide and may at any time remove him or her.

10. Trustees may delegate

- 10.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 10.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.
- 10.3 Any delegation by the Trustees may be:
- 10.3.1 by such means;
 - 10.3.2 to such an extent;
 - 10.3.3 in relation to such matters or territories; and
 - 10.3.4 on such terms and conditions;
- as they think fit.

- 10.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 10.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 10.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

11. Committees

- 11.1 In the case of delegation to committees:
 - 11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 11.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 11.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
 - 11.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.
- 11.3 The Executive Committee shall consist of the officers of the Association and the chief executive and may meet between meetings of the Trustees.

12. Delegation of day to day management powers

In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:

- 12.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

- 12.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 12.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

13. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 13.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 13.2 timely reports of all transactions are provided to the Trustees;
- 13.3 the performance of the investments is reviewed regularly with the Trustees;
- 13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 13.5 the investment policy and the delegation arrangements are reviewed regularly;
- 13.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 13.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

14. By-laws

- 14.1 The Trustees have the power to alter, add to or repeal the By-laws. The By-laws shall be binding on all members of the Association. No By-law shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 14.2 The By-laws may regulate the following matters but are not restricted to them:
 - 14.2.1 the duties of any officers or employees of the Association;
 - 14.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 14.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - 14.2.4 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);
 - 14.2.5 the procedure at general meetings;

14.2.6 any of the matters or things within the powers or under the control of the Trustees; and

14.2.7 generally, all such matters as are commonly the subject matter of company By-laws.

DECISION-MAKING BY TRUSTEES

15. Trustees to take decisions collectively

Any decision of the Trustees must be either:

15.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 20); or

15.2 a decision taken in accordance with Article 21.

16. Calling a Trustees' meeting

16.1 Four Trustees may (and the Secretary, if any, must at the request of four Trustees) call a Trustees' meeting.

16.2 A Trustees' meeting must be called by at least thirty Clear Days' notice unless either:

16.2.1 all the Trustees agree; or

16.2.2 urgent circumstances require shorter notice.

16.3 Notice of Trustees' meetings must be given to each Trustee.

16.4 Every notice calling a Trustees' meeting must specify:

16.4.1 the place, day and time of the meeting;

16.4.2 the general nature of the business to be considered at such meeting; and

16.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

16.5 Notice of Trustees' meetings need not be in Writing.

16.6 Article 52 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

17. Participation in Trustees' meetings

17.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

17.1.1 the meeting has been called and takes place in accordance with the Articles; and

17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

17.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

17.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

18. Quorum for Trustees' meetings

18.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than one-half of the total number of Trustees plus one Trustee.

18.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:

18.3.1 to appoint further Trustees; or

18.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

19. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

20. Casting vote

20.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

21. Decisions without a meeting

21.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting if:

21.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

21.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

- 21.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 21.1.4 a majority of the Trustees have expressed their opinion;
- 21.1.5 a majority of the Trustees vote in favour of a particular decision on that matter;
 - a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.
- 21.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:
 - 21.2.1 may be in different places, and may participate at different times; and
 - 21.2.2 may communicate with each other by any means.
- 21.3 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
 - 21.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 21.3.2 the nomination of a person to whom all Trustee's votes must be communicated;
 - 21.3.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - 21.3.4 the nominated person must prepare a minute of the decision in accordance with Article 56.
- 21.4 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

22. Trustee interests and management of conflicts of interest

Declaration of interests

- 22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:
 - 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and

22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the Association (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Association;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;
- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 22.5.

22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article, he or she must:

22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

22.5.2 not be counted in the quorum for that part of the process; and

22.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

22.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

22.6.1 the Trustee shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

23. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

24. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

25. Number of Trustees

There shall be at least five and no more than twelve Trustees, no more than a third of whom can be elected representatives of Associate Members.

26. Appointment of Trustees and retirement of Trustees by rotation

26.1 Those persons notified to the Registrar of Companies as the first directors of the Association shall be the first Trustees.

Appointment of Trustees

Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 27, may be reappointed to be a Trustee by ordinary resolution.

Automatic retirement

26.2 At every annual general meeting the following Trustees must retire from office but may (subject to the provisions of this Article 26) offer themselves for reappointment by the members:

- 26.2.1 one third of the Trustees who are subject to retirement by rotation, or the number nearest to one third; and
 - 26.2.2 any Trustees who have been appointed by the Trustees since the last annual general meeting.
- 26.3 The following rules shall apply to determine who shall retire by rotation under Article 26.2.1:
- 26.3.1 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.
 - 26.3.2 As between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
 - 26.3.3 If there is only one Trustee who is subject to retirement by rotation, he or she shall retire.
 - 26.3.4 Trustees appointed by the Trustees under Article 26.2.2 shall not be taken into account in determining the Trustees who are to retire by rotation.

Deemed reappointment

- 26.4 Subject to Article 26.5, if the Association at the meeting at which a Trustee retires by virtue of Article 26.2.1 does not fill the vacancy, the retiring Trustee will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

Maximum term

- 26.5 Subject to Article 26.7, a Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 26.5.1 the anniversary of the commencement of his or her break from office; and
 - 26.5.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.

For the purposes of this Article 26.5 a term of office shall not include a term for which the Trustee was appointed by a decision of the Trustees. For the avoidance of doubt, the member who the Trustee represents may not nominate another person from its organisation for the same period.

- 26.6 The Trustees may permit a Trustee to be reappointed in order to complete his or her term as Chair (which shall include the Trustee's service as an immediate past chair for a further twelve month period following the end of his or her tenure as Chair).

Minimum age

- 26.7 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

Conditions of appointment

- 26.8 No person other than a Trustee retiring by virtue of Article 26.2.1 shall be appointed or reappointed a Trustee at any general meeting unless:

26.8.1 he or she is recommended by the Trustees or a member; or

26.8.2 at least 30 but no more than 60 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.

- 26.9 Details of the number of Trustee vacancies shall be provided to the members at least 60 Clear Days before the general meeting.

- 26.10 At least five but not more than 28 Clear Days before the date appointed for holding a general meeting notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by virtue of Article 26.2.1 at the meeting) who is recommended by the Trustees for appointment or re-appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him or her at the meeting for appointment or re-appointment as a Trustee. The notice must give such information about the proposed Trustee as the Trustees shall decide/the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of Trustees.

Timing of retirement

- 26.11 A Trustee who retires at an annual general meeting and who is not reappointed shall retain office until either:

26.11.1 the meeting appoints someone in his or her place; or

26.11.2 (if no one is appointed in his or her place) until the end of the meeting.

General

- 26.12 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

27. Disqualification and removal of Trustees

A Trustee shall cease to hold office if:

- 27.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 27.3 he or she dies;
- 27.4 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy; or a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 27.5 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 27.6 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);
- 27.7 he or she ceases to be an employee or member of the governing body of the member whom he or she represented at the time of his or her election. In such circumstances, the Trustee shall submit his or her resignation unless with the approval of the Trustees, the member whom he or she represents wishes him or her to remain as its representative;
- 27.8 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 27.9 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;
- 27.10 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

PATRONS

28. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Association on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Association and shall also have the right to receive accounts of the Association when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Becoming a member

- 29.1 The members of the Association shall be the subscribers to the Memorandum of Association of the Association and such organisations as are admitted to membership by the Trustees in accordance with the Articles and By-laws. For the avoidance of doubt membership shall not be available to individuals.
- 29.2 With the exception of the subscribers to the Memorandum, no organisation may become a member of the Association unless:
- 29.2.1 that organisation has applied for membership in a manner set out in the By-laws of the Association; and
- 29.2.2 the Trustees have approved the application. The Trustees may in their absolute discretion decline to accept any organisation as a member and need not give reasons for so doing.
- 29.3 The Trustees may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

Unincorporated organisations

- 29.4 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Such nominated representative shall be a member of the governing body of the organisation, a chief executive or a person of similar status. Every such organisation must notify the Association in writing of the name of its nominated representative and may, subject to the Trustees' right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Association. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

Corporate Members

- 29.5 An organisation admitted to membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Association. Such authorised representative shall be a member of the governing body of the Corporate Member, a chief executive or a person of similar status. Evidence of the appointment of the representative must be provided in the form of:
- 29.5.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;
- 29.5.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

29.5.3 such other form as the Trustees may reasonably require.

- 29.6 A person authorised under Article 29.5 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.

Subscriptions

- 29.7 The Trustees may at their discretion levy subscriptions on members of the Association at such rate or rates as they shall decide.

Register of members

- 29.8 The names of the members of the Association must be entered in the register of members which shall include, where relevant, a note that an unincorporated organisation is a member through the person of its chair under Article 29.4 details of the nominated representative which is a member of the Association on behalf of an unincorporated organisation under Article 29.4.

30. Termination and suspension of membership

- 30.1 Subject to Article 29.4 membership is not transferable.

- 30.2 A member shall cease to be a member:

30.2.1 if the member is a member on behalf of an unincorporated association under Article 29.4 and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;

30.2.2 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

30.2.3 on the expiry of at least seven Clear Days' written notice given by the member to the Association of his, her or its intention to withdraw;

30.2.4 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing it that it will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Trustees may determine;

- 30.3 The Trustees may suspend or terminate membership where the Trustees reasonably believe:

30.3.1 the member has violated any of the Association's Articles or By-laws;

30.3.2 the member has not paid membership subscriptions;

- 30.3.3 its continued membership is harmful or is likely to become harmful to the interests of the Association; or
- 30.3.4 if at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed by a two-thirds majority resolving that the member be suspended or expelled. Such a resolution may not be passed unless the member has been given at least 18 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by it.
- 30.4 A suspension under Article 30.3 which is not followed within three months by a decision to terminate the memberships ends on the expiry of that period.
- 30.5 In the event of membership ending before the end of a member's subscription period the subscription remains payable and no partial refund will be made.

31. Categories of membership

- 31.1 There shall be two categories of members: Full Members and Associate Members.
- 31.2 The Trustees may establish such other different categories of membership as they think fit. The Trustees may, at their discretion, impose different subscriptions and confer different rights and benefits on different membership categories (including, for the avoidance of doubt, voting rights) and may, at their discretion, alter such rights, benefits and subscriptions at any time.
- 31.3 The Trustees may not create different classes of members with different rights within the meaning of these parts of the Companies Acts which deal with class rights.

32. Affiliated members

The Trustees may establish such classes of affiliated membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such affiliated associate members in accordance with such regulations as the Trustees shall make, provided that no affiliated associate members shall be members of the Association for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

33. Annual general meetings

The Association must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 18 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

34. Other general meetings

- 34.1 The Trustees may call a general meeting at any time.
- 34.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

35. Length of notice

All general meetings must be called by either:

- 35.1 at least 28 Clear Days' notice; or
- 35.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

36. Contents of notice

- 36.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 36.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 36.3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Association.
- 36.4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

37. Service of notice

Notice of general meetings must be given to every member, to the Trustees, to any patron(s) and to the auditors of the Association.

38. Attendance and speaking at general meetings

- 38.1 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.
- 38.2 A person is able to exercise the right to vote at a general meeting when:
 - 38.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

38.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

38.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

39. Quorum for general meetings

39.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

39.2 The quorum shall be the lesser of ten (10) members or ten percent (10%) of the total eligible members (represented in person, via authorised representative in the case of Corporate Members or by proxy).

39.3 If two or more persons are authorised representatives of the same Corporate Member they shall together count as one person for the purposes of Article 39.2.

39.4 If a quorum is not present within half an hour from the time appointed for the meeting:

39.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

39.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

40. Chairing general meetings

40.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.

40.2 If neither the Chair nor any Trustee nominated in accordance with Article 40.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

40.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if a Corporate Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Corporate Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 40.3.

41. Attendance and speaking by Trustees, patrons and non-members

- 41.1 Trustees may attend and speak at general meetings, whether or not they are members.
- 41.2 Patrons may attend and speak at general meetings, whether or not they are members.
- 41.3 The chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

42. Adjournment

- 42.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 42.1.1 the meeting consents to an adjournment; or
 - 42.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 42.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 42.3 When adjourning a general meeting, the chair of the meeting must:
 - 42.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - 42.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 42.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:
 - 42.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 42.4.2 containing the same information which such notice is required to contain.
- 42.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

43. Voting: general

- 43.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 43.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

43.2.1 has or has not been passed; or

43.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 56 is also conclusive evidence of that fact without such proof.

43.3 Any member entitled to vote on a poll may vote in advance of the meeting in such manner as the Board of Trustees may direct, subject to the provisions of these Articles.

43.4 Votes cast in advance of a poll must be delivered in accordance with the provisions of these Articles in respect of the delivery of Proxy Notices.

43.5 The Board of Trustees may make such arrangements as they think fit to allow members to vote by electronic means on a resolution on which a ballot is taken at a general meeting.

44. Votes

Votes on a show of hands

44.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

44.1.1 each member present in person;

44.1.2 (subject to Article 49.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

44.1.3 each authorised representative of a Corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

44.2 On a vote on a resolution which is carried out by a poll, the following persons have the following votes:

44.2.1 Full Members present in person via their authorised representative or by proxy: 2 votes; and

44.2.2 Associate Members present via their authorised representative or by proxy: 1 vote.

44.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:

44.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

44.3.2 if they purport to vote in different ways they are treated as not having voted.

General

44.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

44.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Association have been paid.

45. Errors and disputes

45.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

45.2 Any such objection must be referred to the chair of the meeting whose decision is final.

46. Poll votes

46.1 A poll on a resolution may be demanded:

46.1.1 in advance of the general meeting where it is to be put to the vote; or

46.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

46.2 A poll may be demanded by:

46.2.1 the chair of the meeting;

46.2.2 the Trustees;

46.2.3 two or more persons having the right to vote on the resolution;

46.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds two or more votes; or

46.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

46.3 A demand for a poll may be withdrawn if:

46.3.1 the poll has not yet been taken; and

46.3.2 the chair of the meeting consents to the withdrawal.

47. Procedure on a poll

47.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

47.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

47.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

47.4 A poll on:

47.4.1 the election of the chair of the meeting; or

47.4.2 a question of adjournment;

must be taken immediately.

47.5 Other polls must be taken within 30 days of their being demanded.

47.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

47.7 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.

47.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

Advance voting

47.9 Any member entitled to vote on a poll may vote in advance of the meeting in accordance with such procedure as the Trustees may establish, subject to the provisions of these Articles.

47.10 Votes cast in advance of a poll must be delivered in accordance with the provisions of these Articles in respect of the delivery of Proxy Notices.

48. Proxies

Power to appoint

- 48.1 A member (including a Corporate Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 48.2 Proxies may only validly be appointed by a notice in Writing (a “Proxy Notice”) which:
- 48.2.1 states the name and address of the member appointing the proxy;
 - 48.2.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 48.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 48.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 48.3 A proxy for a member representing an unincorporated organisation under Article 29.4 may be appointed by the member or by the organisation which he or she represents.
- 48.4 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 48.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 48.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. Delivery of Proxy Notices

- 49.1 The Proxy Notification Address in relation to any general meeting is:
- 49.1.1 the registered office of the Association; or
 - 49.1.2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

49.1.3 any electronic Address falling within the scope of Article 49.2.

49.2 If the Association gives an electronic Address:

49.2.1 in a notice calling a meeting;

49.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

49.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 49.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

49.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Corporate Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person (or the Corporate Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

49.4 Subject to Articles 49.5 and 49.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

49.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

49.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

49.6.1 received in accordance with Article 49.4; or given to the chair, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

49.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 49.

Revocation

- 49.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 49.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 49.9.1 the start of the meeting or adjourned meeting to which it relates; or
 - 49.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 49.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

50. Amendments to resolutions

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 50.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - 50.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 50.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 50.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

51. Written resolutions

General

51.1 Subject to this Article 51 a written resolution agreed by:

51.1.1 members representing a simple majority; or

51.1.2 (in the case of a special resolution) members representing not less than 75%;
of the total voting rights of eligible members shall be effective.

51.2 On a written resolution each member shall have one vote.

51.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

51.4 A members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

51.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

51.6 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

51.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 56 days beginning with the Circulation Date.

51.8 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

51.9 A member signifies his, her or its agreement to a proposed written resolution when the Association receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:

51.9.1 identifying the resolution to which it relates; and

51.9.2 indicating the member's agreement to the resolution.

51.10 For the purposes of Article 51.9:

51.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

51.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Association; or
- (b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

51.11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

52. Communications by the Association

Methods of communication

52.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

52.1.1 in Hard Copy Form;

52.1.2 in Electronic Form; or

52.1.3 by making it available on a website.

52.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

52.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

52.4 A member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 52.5 Where any Document or information is sent or supplied by the Association to the members:
- 52.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - 52.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 52.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 52.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 52.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:
- 52.7.1 if the Document or information has been sent to a member or Trustee and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Trustee's postal address as shown in the Association's register of members or Trustees, but may in its discretion choose to do so;
 - 52.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
 - 52.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 52.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 52.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

53. Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association.

54. Secretary

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 54.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and
- 54.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

55. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

56. Minutes

The Trustees must cause minutes to be made:

- 56.1 of all appointments of officers made by the Trustees;
- 56.2 of all resolutions of the Association and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 56.3 of all proceedings at meetings of the Association and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Association, be sufficient evidence of the proceedings.

57. Records and accounts

- 57.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records,

the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

57.1.1 annual reports;

57.1.2 annual returns; and

57.1.3 annual statements of account.

57.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member.

58. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

59. Winding up

59.1 At any time before, and in expectation of, the winding up or dissolution of the Association, the members of the Association or, subject to any resolution of the members, the Trustees, may resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Association be applied or transferred in any of the following ways:

59.1.1 directly for the objects of the Association; or

59.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

(a) for purposes similar to the objects of the Association; or

(b) for use for particular purposes that fall within the objects of the Association.

59.2 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association under this Article (except to a member that is itself an institution chosen to benefit under this Article).

59.3 If no resolution is passed in accordance with Article 59.1 the net assets of the Association shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	“Articles”	the Association’s articles of association;
1.3	“Associate Member”	healthcare-related organisations not eligible to become Full Members which meet the criteria set out in the By-laws;
1.4	“Association”	International Alliance of Patients' Organizations;
1.5	“By-laws”	the Association’s By-laws as described in Article 14;
1.6	“Chair”	has the meaning given in Article 8;
1.7	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.8	“Clear Days”	in relation to the period of a notice, that 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;
1.9	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.10	“Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as

equivalent to such a relationship as is mentioned at (a) or (b); or

(d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

- 1.11 **“Corporate Member”** has the meaning given in Article 29.5;
- 1.12 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.13 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.14 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.15 **“Full Members”** patients’ organisations which meet the criteria set out in the By-laws;
- 1.16 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.17 **“Proxy Notice”** has the meaning given in Article 48;
- 1.18 **“Proxy Notification Address”** has the meaning given in Article 49;
- 1.19 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.20 **“Secretary”** the secretary of the Association (if any);
- 1.21 **“Subsidiary Company”** any company in which the Association holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
- 1.22 **“Trustee”** a director of the Association, and includes any person occupying the position of director, by whatever name called; and
- 1.23 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by

any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.