

Registered Charity Number 299679
Scottish Charity Registration Number SC042789
Company Number 2212082

The Companies Act 2006

ARTICLES OF ASSOCIATION

of

STILLBIRTH AND NEONATAL DEATH SOCIETY

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL AND HAVING CHARITABLE STATUS

THE COMPANIES ACT 2006

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1. INTERPRETATION

1.1. In these Articles:

“the Act”	means the Companies Act 2006
“the Articles”	means these Articles of Association of the Charity
“AGM”	means the annual general meeting of the Charity
“the Board”	means the board of Directors of the Charity and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Chair”	means (subject to the context) either the individual elected as chair of the Charity under Article 26 or where the chair of the Charity is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“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 Article 6.10.2, stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity
“Director”	means any individual who is appointed as a Director of the Charity in accordance with Article 18
“General Meeting”	means a meeting of the Members and includes an AGM
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Local Groups”	means the groups established by the Board under Article 28 to fulfil the Objects at a regional level
“Member”	means a company member for the time being of the Charity who is admitted under Article 7
“the Memorandum”	means the Memorandum of Association of the Charity
“the 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
“personally bereaved”	means having a blood relationship to a baby who died in utero, at birth or soon after birth, including parents, grandparents, siblings, half-siblings, aunts or uncles
“Registered Office”	means the registered office of the Charity

“Secretary”	means the company secretary of the Charity (if any) appointed under Article 34
“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
“Treasurer”	means the individual elected to the position of treasurer under Article 26 or in accordance with Article 18.10
“United Kingdom”	means Great Britain and Northern Ireland
“Vice-Chair”	means the person elected as vice-chairman of the Charity under Article 26
“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 Stillbirth and Neonatal Death Society (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:-

4.1.1 to promote the emotional, psychological and physical well-being of parents, their families and friends, when a baby dies in utero, at birth or soon after birth, by:-

4.1.1.1 the provision of support and information to those so bereaved and their carers; and

4.1.1.2 working collaboratively with health and social care professionals to improve and enhance professional practice with bereaved parents; and

4.1.2 to promote research and the implementation of best practice that will help identify the causes and reduce the incidence of the death of a baby in utero, at birth or soon after birth, and to publish the results of such research.

4.2 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.

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;

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 society 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;

Groups

- 5.28. to assist in the establishment of a network of local groups under its overall control and supervision which operate in accordance with the model constitution for such groups prepared and approved by the Charity from time to time;

Reserves

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

General

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

6. APPLICATION OF FUNDS

General

- 6.1. Subject to Article 6.2 the income and property of the Charity shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members, and no Director shall be appointed to any office of the Charity, paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity without the prior consent of the Charity Commission.

- 6.2. Provided that nothing herein shall prevent any payment in good faith by the Charity:-
- 6.2.1. of reasonable and proper remuneration to any Member, officer or servant of the Charity not being a Director for any services rendered to the Charity;
 - 6.2.2. of interest on money lent by any Member of the Charity or by a Director at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed from the time being by a clearing bank selected by the Board;
 - 6.2.3. of reasonable and proper rent for premises demised or let by any Member of the Charity or by a Director;
 - 6.2.4. of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than 1/100th part of the capital of that company;
 - 6.2.5. by way of any charitable benefit by the Charity to a Member of the Charity or a Director in the capacity of a beneficiary of the Charity;
 - 6.2.6. of any premium in respect of any indemnity insurance to cover the liability of the Directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Directors did not care whether it was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors.
- 6.3. A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:-
- 6.3.1. as mentioned in Article 6.2;
 - 6.3.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 6.3.3. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings); and
 - 6.3.4. in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

- 6.4. A Director may not be an employee of the Charity, but a Director may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:-
- 6.4.1. the goods or services are actually required by the Charity;
 - 6.4.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a Board Meeting in accordance with the procedure in Article 6.5;
 - 6.4.3. no more than one half of the Directors are interested in such a contract in any financial year; and
 - 6.4.4. the other Directors are satisfied that it is in the interests of the Charity to employ or contract with that Director rather than with someone who is not a Director and the reason for their decision is recorded by the Directors in the minute book.
- 6.5. Subject to Article 6.6 any Director who becomes a Conflicted Director in relation to any matter must:-
- 6.5.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 6.5.2. be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 6.5.3. not be counted in the quorum for that part of the meeting; and
 - 6.5.4. be absent during the vote and have no vote on the matter.
- 6.6. 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:-
- 6.6.1. except in circumstances which involve the receipt by the Conflicted Director of any payment or material benefit, to continue to participate in discussions leading to the making of a decision, but to be absent during the vote and have no vote on the matter; or
 - 6.6.2. to disclose information confidential to the Charity to a third party; or
 - 6.6.3. to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director of any payment or material benefit from the Charity; or
 - 6.6.4. to refrain from taking any step required to remove the conflict.
- 6.7. A Conflicted Director who obtains (other than through his position as a Director) information that is confidential to a third party, shall not be in

breach of his duty to the Charity if he declares the conflict in accordance with Article 6.5 and then withholds such confidential information from the Charity.

6.8. For any transaction or arrangement authorised under Article 6.2.2, 6.2.3, 6.2.4, 6.2.5, 6.2.6, 6.3 and 6.4 the Director's duty under the Act to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Article 6.5 have been followed.

6.9. For the purposes of this Article 6, payment or employment of a Director includes the engagement or remuneration of any firm or company in which the Director is:-

6.9.1. a partner;

6.9.2. an employee;

6.9.3. a consultant;

6.9.4. a director; or

6.9.5. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

6.10. In this Article 6:-

6.10.1. any payments or benefits made by the Charity shall include payment or benefits by any company in which the Charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company; and

6.10.2. "Director" shall include any child, parent, grandchild, grandparent, brother, sister, half brother, half sister or spouse of the Director or any person living with the Director as his or her partner.

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

7. MEMBERS

7.1. At the date of adoption of these Articles the Members are those listed as such in the Statutory Registers.

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

7.2.1. applies to the Charity in the form required by the Directors;

- 7.2.2. pays the subscription fee as requested by the Directors;
 - 7.2.3. is approved by the Directors; and
 - 7.2.4. signs the Statutory Registers or consents in writing to become a Member.
- 7.3. For the avoidance of doubt, membership of a Local Group does not automatically constitute membership of the Charity.
- 7.4. Membership is terminated if the Member concerned:-
- 7.4.1. gives written notice of resignation to the Charity, such notice to take effect on receipt by the Charity, provided that after such resignation the number of Members is not less than two;
 - 7.4.2. dies;
 - 7.4.3. is six months in arrears in paying the relevant subscription (if any) or any other moneys payable by him to the Charity unless the Board resolves otherwise;
- or
- 7.4.4. is removed from membership by the Directors on the ground that, in their reasonable opinion, the Member's continued membership is not in the best interests of the Charity (but only after the Member concerned has been given at least 21 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).
- 7.5. 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 or Article 18.12; 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 (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 Chair is to chair General Meetings.
- 11.2. If the Chair is not present within 15 minutes from the time of the General Meeting or is unable or unwilling to act, then the Vice-Chair is to chair the General Meeting. If the Vice-Chair is not present, or is unable or unwilling to act, then the Members present must choose one of their number to chair the General Meeting.

12. ADJOURNMENT OF GENERAL MEETINGS

- 12.1. The Chair 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 Chair may also adjourn a General Meeting if it appears to the Chair 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 Chair 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 Chair 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 Chair whose decision is final.

- 13.5. A declaration by the Chair 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 Chair, 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 Chair Directs. The Chair 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 Chair directs.
- 14.6. At least 7 Clear Days' notice must be given of the time and place at which the poll is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

15. PROXIES

- 15.1. A Member may appoint a proxy in writing. A proxy need not be a Member. The Directors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 39. A proxy may not appoint another proxy.
- 15.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 15.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 15.4. No document appointing a proxy will be valid for more than 12 months.
- 15.5. A vote given or poll demanded by proxy is to be valid despite:-

15.5.1. the revocation of the proxy; or

15.5.2. the death or mental incapacity of the principal,

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

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

16. MEMBERS' WRITTEN RESOLUTIONS

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

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

17. LIABILITY OF MEMBERS AND DISSOLUTION

17.1. The liability of the Members is limited.

17.2. Every Member of the Charity undertakes to contribute 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. Following the adoption of these Articles and subject to Article 18.5, individuals may be appointed as Directors in accordance with Articles 18.6, 18.9, 18.10 or 18.12.

- 18.2. At the AGM in each year one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
- 18.3. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 18.4. Subject to Article 18.5 a retiring Director shall be eligible for re-election.
- 18.5. An individual may not become a Director:-
 - 18.5.1. unless he is aged 18 or over;
 - 18.5.2. if his appointment would take the total number of Directors above twelve unless the individual is being appointed as the thirteenth Director in accordance with Article 18.10;
 - 18.5.3. unless he is a Member;
 - 18.5.4. until he has signed a declaration of willingness to act as a Director in such form as the Board requires;
 - 18.5.5. if he would immediately cease to hold office under Article 19;
 - 18.5.6. if he has already served as a Director for a cumulative period of seven years;
 - 18.5.7. for a period determined by the Board having ceased to be a Director by reason of his being removed under Article 19.1.6 or Article 19.1.8; or
 - 18.5.8. in the case of a person who is personally bereaved, unless at least one year has elapsed following the date of bereavement.

Elected Directors

- 18.6. Subject to Articles 18.5 and 18.7 the Members shall be entitled to appoint individuals who are willing to act as Directors at an AGM provided that, at any one time, there are no more than twelve Directors in office and at least fifty per cent of the total number of Directors is personally bereaved.
- 18.7. No individual other than a Director retiring in accordance with Article 18.2 may be appointed a Director at an AGM unless:
 - 18.7.1. he is recommended for re-election by the Directors; or
 - 18.7.2. not less than 14 Clear Days before the date of the AGM, the Charity is given notice that:-
 - 18.7.2.1. is received from a Member entitled to vote at the AGM;

- 18.7.2.2. states that Member's intention to propose the appointment of another person as a Director;
 - 18.7.2.3. contains the details that, if the person were to be appointed, the Charity would have to file at Companies House and the Charity Commission; and
 - 18.7.2.4. includes confirmation that the individual who is to be proposed is willing to be appointed.
- 18.8. All Members who are entitled to receive notice of a General Meeting must be given not less than 14 Clear Days' notice of any resolution to be put to the AGM to appoint a Director.

Co-options and Casual Vacancies

- 18.9. Subject to Article 18.5 the Board may appoint an individual who is willing to act as a Director in the event that less than twelve Directors have been appointed in accordance with Article 18.6 or to fill a casual vacancy amongst the Directors. The Board must ensure that, at any one time, no more than one-third of the total number of Directors has been appointed under this Article 18.9 and that at least fifty per cent of the total number of Directors is personally bereaved.
- 18.10. Subject to Article 18.5, in the event that the office of Treasurer is vacant, the Board may appoint an individual as a Director and as Treasurer even if such an appointment would take the total number of Directors to thirteen.
- 18.11. Subject to Article 19 an individual who is appointed as a Director in accordance with Article 18.9 or Article 18.10 shall retire as a Director at the end of the next AGM and shall then be eligible for re-appointment subject to Article 18.5.
- 18.12. In the event that the Members remove an individual as a Director in accordance with Article 19.1.11 the Members may appoint another individual as a Director to replace him and who will, subject to Article 19, serve until the start of the next AGM.

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 four Directors;
- 19.1.8. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;
- 19.1.9. ceases to be a Member, unless the Board decides otherwise;
- 19.1.10. has served as an Director for a cumulative period of seven years; or
- 19.1.11. is a Director and is removed by a resolution passed by a majority of the Members present and voting at a General Meeting after the views of the Director concerned have been invited and considered.

20. CONFLICT OF DIRECTORS' INTERESTS

- 20.1. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and a Director must comply with the requirements of Article 6.
- 20.2. Every Director must ensure that the Charity has a list of:
 - 20.2.1. any other body of which he is a company director or officer;
 - 20.2.2. any firm in which he is a partner;
 - 20.2.3. any public body of which he is an official or elected member;
 - 20.2.4. any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
 - 20.2.5. any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or
 - 20.2.6. any other interest which is significant or material.

21. VALIDITY OF DIRECTORS' DECISIONS

21.1. Subject to Article 21.2 all acts done by the Board, or by a Committee of Directors, shall be valid notwithstanding the participation in any vote of a Director who was not entitled to vote on the matter by a conflict of interests or otherwise if without:-

21.1.1. the vote of that Director; and

21.1.2. that Director being counted in the quorum;

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

21.2. Article 21.1 does not permit a Conflicted Director to keep any benefit that may be conferred upon him by a resolution of the Directors or of a Committee if, but for Article 21.1, the resolution would have been void, or if the Director has not complied with Article 6 and Article 20.

22. FUNCTIONS OF THE BOARD

22.1. The Board must direct the Charity's affairs in such a way as to promote the Objects. Its functions include:

22.1.1. defining and ensuring compliance with the values and objectives of the Charity;

22.1.2. establishing policies and plans to achieve those objectives;

22.1.3. approving each year's budget and accounts before publication;

22.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 27 with proper systems of control;

22.1.5. monitoring the Charity's performance in relation to its plans budget controls and decisions;

22.1.6. satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and

22.1.7. overseeing the performance and activities of the Local Groups;

22.1.8. ensuring that appropriate advice is taken on the items listed in Articles 22.1.1 to 22.1.7 and in particular on matters of legal compliance and financial viability.

23. POWERS OF THE BOARD

23.1. Subject to the Act and the Articles, the business of the Charity is to be managed by the Board who may exercise all of the powers of the Charity.

- 23.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

24. BOARD MEETINGS

- 24.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 24.2. There must be at least four Board Meetings a Year. Board Meetings may be called by any Director or the Secretary (if any).
- 24.3. The Secretary (or such person appointed by the Board) must give at least seven days' notice of Board Meetings reciting the business to be discussed to each of the Directors. Notice must be given to Directors whether or not they will be in the United Kingdom when the notice is served or when the Board Meeting will be held.
- 24.4. Subject to Article 19.1.6, and Article 19.1.8 matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 24.5, each Director is to have one vote.
- 24.5. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 24.6. A decision taken in good faith by the Board is not invalidated by:-
- 24.6.1. 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;
 - 24.6.2. 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
 - 24.6.3. 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 .

25. QUORUM FOR BOARD MEETINGS

- 25.1. The quorum for Board Meetings is one third of the total number of Directors for the time being, of whom at least one half must be personally bereaved.
- 25.2. A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 25.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than four then the Board may act only to call a General Meeting or to appoint further Directors in accordance with Article 18.9.

25.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Director present may act only to:

25.4.1. adjourn it to such other time and place as they decide; or

25.4.2. call a General Meeting.

25.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

26. OFFICERS

26.1. The Charity must have a Chair, a Vice-Chair and a Treasurer who are to be elected by the Board from amongst their number at the first Board Meeting following the AGM. The Chair, the Vice-Chair and the Treasurer are to hold office as such until the end of the next AGM after their appointment or, if sooner, until the individual concerned ceases to be a Director.

26.2. The Chair, the Vice-Chair or the Treasurer, as the case may be, may resign from his position at any time (without necessarily resigning as a Director at the same time).

26.3. The Chair, the Vice-Chair or the Treasurer, as the case may be, may only be removed at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chair, the Vice-Chair or the Treasurer, as appropriate, must be given an opportunity to explain why he should not be removed.

26.4. The Chair is to chair all Board Meetings at which he is present unless he does not wish, or is not able, to do so.

26.5. If the Chair is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, the Vice-Chair is to chair the Board Meeting. If the Vice-Chair is not present, or is unwilling or unable to chair a Board Meeting, the Board must elect one of the Directors to chair the Board Meeting.

27. COMMITTEES AND WORKING PARTIES

27.1. The Board may:

27.1.1. establish Committees consisting of those persons whom the Board decide subject to the requirement that a Committee consists of at least 1 Director unless the Board resolves that there is good reason why this should not be the case;

27.1.2. delegate to a Committee any of its powers; and

27.1.3. revoke a delegation at any time.

- 27.2. The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 27.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.
- 27.4. Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 27.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 27.6. The Board must set the limits of any financial expenditure by each Committee. A Working Party can have no authority to incur expenditure.
- 27.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

28. LOCAL GROUPS

- 28.1. The Board may establish local groups to support its work in fulfilment of the Objects at a regional level.
- 28.2. The Board shall:-
 - 28.2.1. ensure that each Local Group adopts a constitution for the regulation of its own affairs in accordance with the model constitution approved by the Board from time to time; and
 - 28.2.2. ensure that each Local Group elects a committee under the terms of its constitution who are responsible for controlling the activities of the Local Group and who are accountable to the Charity for those activities.

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 Chair.
- 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. THE SECRETARY

- 34.1. A Secretary may be appointed by the Board for such a term as the Board decides.
- 34.2. A Secretary may be removed by the Board at any time.

35. NOTICES

- 35.1. Notices under the Articles must be in writing or given in electronic form.
- 35.2. 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.
- 35.3. The Charity may give a notice to a Member, Director, Secretary (if any) or auditor either:
 - 35.3.1. personally;
 - 35.3.2. by sending it by post in a prepaid envelope;
 - 35.3.3. by facsimile transmission;
 - 35.3.4. by leaving it at his address;
 - 35.3.5. by email; or
 - 35.3.6. 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.
- 35.4. Notices under Article 35.3.2 to 35.3.6 may be sent:
 - 35.4.1. to an address in the United Kingdom or an email address which that person has given to the Charity;
 - 35.4.2. to the last known home or business address of the person to be served; or
 - 35.4.3. to that person's address in the Statutory Registers.
- 35.5. 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.
- 35.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 35.7. 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.
- 35.8. 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.

36. MINUTES

- 36.1. The Directors must keep minutes of all:-
 - 36.1.1. appointments of officers made by the Directors;

- 36.1.2. proceedings at General Meetings;
- 36.1.3. Board Meetings and meetings of Committees including:
 - 36.1.3.1. the names of the those present at the meeting;
 - 36.1.3.2. the decisions made at the meetings; and
 - 36.1.3.3. where appropriate the reasons for the decisions.

37. ACCOUNTS

- 37.1. 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.
- 37.2. The accounting records of the Charity 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 or Members of the Charity at reasonable times during normal business hours and subject to reasonable prior notice.

38. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 38.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-
 - 38.1.1. transmission of the statements of account to the Charity Commission;
 - 38.1.2. preparation of an annual report and its transmission to the Charity Commission;
 - 38.1.3. preparation of an annual return and its transmission to the Charity Commission.
- 38.2. The Directors must notify the Charity Commission promptly of any changes to the Charity's entry on the register of charities.

39. STANDING ORDERS

- 39.1. Subject to Article 39.3 the Board may from time to time make standing orders or regulations for the proper conduct and management of the Charity.
- 39.2. Standing orders or regulations are binding on all Members and Directors.
- 39.3. No standing order or regulation may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.
- 39.4. 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 39.1.