

Articles of Association

BROMLEY MENCAP

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BROMLEY MENCAP

INTERPRETATION

1. In these Articles 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”	these Articles of Association of the Charity
1.3 “the Chair”	the Chair of the Charity for the time being appointed in accordance with Articles 82 to 83
1.4 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.5 “Charity”	Bromley Mencap
1.6 “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
1.7 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
1.8 “Conflict of Interest”	any direct or indirect interest of a Council of Management member (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity

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| 1.9 | “electronic form” and “electronic means” | have the meanings respectively given to them in the Companies Act 2006 |
| 1.10 | “Council of Management” | the board of directors of the Charity (as defined in the Companies Acts) for the time being |
| 1.11 | “hard copy” and “hard copy form” | have the meanings respectively given to them in the Companies Act 2006 |
| 1.12 | “Hour” | any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England. |
| 1.13 | “the Honorary Officers” | means the Chair, one or more Vice-Chair, the Treasurer and such other officers as the Charity may decide as may be appointed under Articles 82 to 83 |
| 1.14 | “Memorandum” | the Memorandum of Association of the Charity |
| 1.15 | “Office” | the registered office of the Charity |
| 1.16 | “Royal Society” | The Royal Mencap Society with charity number 222377 |
| 1.17 | “Scope UK” | Scope UK with charity number 208231 |
| 1.18 | “the Secretary” | the secretary of the Charity (if any) for the time being appointed in accordance with Article 84 |
| 1.19 | “the Treasurer” | the treasurer of the Charity for the time being appointed in accordance with Articles 82 to 83 |
| 1.20 | “the Vice Chair(s)” | the Vice Chair(s) of the Charity for the time being appointed in accordance with Articles 82 to 83 |

2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the Charity.

3. **Name**

The name of the company (hereinafter called “the Charity”) is: BROMLEY MENCAP

4. **Office**

The registered office of the Charity will be situated in England and Wales.

5. Objects

The objects of the Charity are:

The Relief of people with disabilities, their families, dependants and carers, by the provision of services, support and information, leading to independent living opportunities/improved life chances and by challenging discrimination through campaigning, lobbying and promoting user representation.

“disability” is defined as: 'A physical, sensory, learning or mental impairment which has a substantial and long-term adverse effect on a person's ability to carry out day-to-day activities.'

6. Powers

In order to attain its objects but not for any other purpose the Charity may (but need not):

- 6.1 increase public awareness and understanding of the abilities of people with a disability, their problems and needs and those of their families, dependants and carers in order to assist their integration in society;
- 6.2 encourage mutual help and co-operation between families, dependants and carers of people with disabilities (particularly within the geographical vicinity of the Charity) and also between them and other agencies and individuals who work for and with them;
- 6.3 assist the Royal Mencap Society and Scope UK, their members and groups (taking into account the work and resources of the Charity) in order to achieve mutual or similar objects;
- 6.4 work in partnership with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Charity or of similar charitable objects and exchange information and advice with them;
- 6.5 raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds the Charity shall not undertake any permanent activities of a trading nature except those allowed by charity law¹;
- 6.6 invest the money of the Charity not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
- 6.7 employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Council of Management shall decide provided that no paid member of staff shall be a member of the Council of Management;
- 6.8 appoint and constitute an advisory committee of people with disabilities and such other advisory committees as the Council of Management shall think fit;

- 6.9 borrow or raise money in such manner and upon such terms as the Charity shall think fit and may, for the purpose of securing any debt or other obligation of the Charity, mortgage or charge all or part of the property of the Charity;
- 6.10 buy, take on lease or in exchange any buildings and/or land and maintain and equip such buildings and/or land for use and sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law;
- 6.11 undertake or accept any trusts or obligations;
- 6.12 Notwithstanding their interest in such a policy, provide indemnity insurance to cover the liability of the members of the Council of Management 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, including without limitation any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
- 6.12.1 any liability to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- 6.12.2 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
- 6.12.3 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or
- 6.12.4 in relation to any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Council of Management member's liability is his or her 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; and
- 6.13 do all such other lawful things as shall further the attainment of the objects of the Charity.
7. The income and property of the Charity shall be applied solely towards the promotion of its objects set out in Article 5. No part shall be paid or transferred directly or indirectly to any member of the Charity or to any Council of Management member except for payment in good faith of:

- 7.1 reasonable and proper wages to any employee (not being an Council of Management member) for any services given to the Charity and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Charity;
- 7.2 interest on money lent to the Charity at a reasonable and proper rate per annum;
- 7.3 reasonable and proper rent for premises let to the Charity;
- 7.4 fees, or other benefits to any company of which a member of the Council of Management is also a member holding not more than 1/100th part of the capital;
- 7.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 6.12;
- 7.6 any payments made to any Council of Management member or officer under the indemnity provisions set out at Article 98;
- 7.7 any payments made to any member or Council of Management member in their capacity as a beneficiary of the Charity

provided that the procedure described in Article 80 (Conflicts of Interest) must be followed in relation to any decisions regarding the provision of any payments, services or other benefits to any Council of Management members or their relatives.
- 7.8 For any transaction authorised by Articles 7 or 8, the Council of Management member's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Articles 7 or 8 have been complied with.
- 8. Subject to Article 7 and Articles 80 to 81 of the Articles, except with the prior written approval of the Charity Commission, no member of the Council of Management may:
 - 8.1 receive any benefit in money or in kind from the Charity; or
 - 8.2 have a financial interest in the supply of goods or services to the Charity; or
 - 8.3 acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).
- 9. The liability of the members is limited.
- 10. Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:

- 10.1 for the payment of the Charity's debts and liabilities contracted before he or she ceased to be a member;
- 10.2 for the costs, charges and expenses of winding up; and
- 10.3 for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.

MEMBERSHIP

11. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity.
12. Membership of the Charity shall be open to all people (whether with or without a disability) who declare their support for and are in sympathy with the objects stated in Article 5.
13. Membership shall be granted to those individuals who submit an application in a form prescribed by the Council of Management provided that applicants meet the membership criteria contained in Article 12 above and pay any subscriptions or payments required under Article 14 below. Membership lists may, however, be closed at the Council of Management's discretion if facilities for members would otherwise become inadequate.
14. The Council of Management may (but need not) decide an annual subscription or other payment(s) for membership. It may also make provision for life, honorary and group memberships at its discretion.
15. A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Council of Management). Entry in that list shall be conclusive evidence that any person is or is not a member.
16. Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
17. The Council of Management may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Council of Management, accompanied by a relative, friend or advocate (if wished), before a final decision is made.
18. The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Council of Management or who has failed without good reason to pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.
19. Family subscriptions may be approved by the Council of Management. The list of members will be marked to show the voting rights of each family member once the first subscription, if any, has been paid. Families shall mean

members of a household living at one address and may, at the discretion of the Council of Management, include group homes.

20. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

Annual General Meeting

21. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Council of Management shall think suitable.

Other General Meetings

22. The Council of Management may call a general meeting at any time. The Council of Management shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of Notice

23. Unless Article 24 applies, general meetings shall be called by at least 14 clear days' written notice unless the Companies Acts require a longer notice period.
24. A general meeting may be called by shorter notice if it is so agreed:
- 24.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 24.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.
25. A general meeting for the purpose of considering a proposal that a member of the Council of Management should be removed from office may be called by a majority of the Council of Management (excluding the member whom it is proposed should be removed). (For the avoidance of doubt Article 22 shall apply to such meeting.) At least 28 days' notice of such meeting must be given to the Council of Management member whom it is proposed should be removed. The Council of Management member concerned shall have the right to be heard either in writing or in person at the general meeting.

Contents of Notice

26. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the

case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting. Every notice of an annual general meeting shall invite nominations for election to the Council of Management at the annual general meeting from the members.

Service of Notice

27. Notice of general meetings shall be given to every member and to the Council of Management and to the auditors of the Charity. Notice shall be served in accordance with Articles 92 to 97.

PROCEEDINGS AT GENERAL MEETINGS

28. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Management 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.
30. Before any business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. At subsequent and other general meetings the Chair, if any, of the Council of Management shall preside as chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the persons present shall choose one of their number to be chair of the meeting save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.
31. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Poll

32. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll or a secret ballot is duly demanded. Subject to the provisions of the Companies Acts, a poll or a secret ballot may be demanded:
- 32.1 by the chair; or
 - 32.2 by one third of the members present in person or by proxy and having the right to vote at the meeting; or
 - 32.3 by at least five members present in person and by proxy and having the right to vote at the meeting; or
 - 32.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - 32.5 in the case of the election of the Honorary Officers and other Council of Management members, by one of the members present in person or by proxy and having the right to vote.

(Postal voting is not allowed.)

33. Unless a poll or secret ballot is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
34. A poll or secret ballot shall be taken at the meeting as the chair directs. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.
35. The proceedings at any meeting or on the taking of any poll or secret ballot shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes of members

36. On a show of hands every person aged 18 or over present and entitled to vote shall have a maximum of one vote. On a poll or secret ballot every member aged 18 or over present in person or by proxy shall have one vote. In the case of family subscriptions each family member aged 18 or over present in person or by proxy shall have one vote.
37. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
38. No member shall be entitled to vote:

- 38.1 at any general meeting unless all monies presently payable by him or her to the Charity have been paid; or
- 38.2 on any matter in which he or she has a direct or indirect interest (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity in respect of that matter without the permission of the majority of the members present in person or by proxy.
39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Proxies

40. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Council of Management may approve):-

Bromley Mencap

Name of member appointing the proxy:

Address:

I/We hereby appoint the chairperson of the meeting or [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution No 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:.....”

41. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 41.1 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
 - 41.2 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.
42. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Council of Management may:
 - 42.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 42.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
 - 42.2.1 in the notice convening the meeting; or
 - 42.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting; or
 - 42.2.3 in any invitation to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic meansbe received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 42.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or
 - 42.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Council of Management memberand an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 43. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
- 44. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office of the Charity or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 45. An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

Annual General Meeting

- 46. At each annual general meeting:
 - 46.1 The Council of Management shall present the report and accounts of the Charity for the preceding year.
 - 46.2 An independent qualified auditor or independent examiner shall be appointed for the following year.
 - 46.3 Nominations for election to the Council of Management shall be considered and voted upon.
 - 46.4 The meeting may also transact such other business as may be brought before it.

WRITTEN RESOLUTIONS

- 47. Subject to Article 49, a written resolution of the Charity passed in accordance with these Articles 47 to 53 shall have effect as if passed by the Charity in general meeting:
 - 47.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

- 47.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
48. In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
49. A members' resolution under the Companies Acts removing a Council of Management member or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
50. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.
51. A member signifies their agreement to a proposed written resolution when the Charity receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 51.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.
- 51.2 If the document is sent to the Charity by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Charity or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement or if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means.
52. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
53. A proposed written resolution lapses if it is not passed within 56 days beginning with the circulation date.

COUNCIL OF MANAGEMENT

Number of members of the Council of Management

54. Unless otherwise decided by ordinary resolution the maximum number of members of the Council of Management shall be twelve.

Powers of the Council of Management

55. Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Council of Management who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Council of Management which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Council of Management by the Articles and a meeting of the Council of Management at which a quorum is present may exercise all powers exercisable by the Council of Management.
56. The Council of Management may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

Regulations

57. The Council of Management shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Council of Management or any committee and as to any of the matters or things within the powers or under the control of the Council of Management provided that such regulations shall not be inconsistent with the Articles.

Delegation of the Council of Management's powers

58. The Council of Management may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- 58.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
- 58.2 each such committee shall comprise at least three or more persons (at least one of whom must be a member of the Council of Management) and subject thereto shall be entirely in the discretion of the members of the Council of Management; and
- 58.3 the deliberations of any such committee shall be reported regularly to the members of the Council of Management and any resolution passed or decision taken by any such committee shall be reported forthwith to the members of the Council of Management and for that purpose every committee shall appoint a secretary; and
- 58.4 all delegations under this Article shall be revocable at any time; and
- 58.5 the members of the Council of Management may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

59. For the avoidance of doubt, the members of the Council of Management may (in accordance with Article 58) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Council of Management, provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the members of the Council of Management.
60. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Council of Management so far as the same are applicable and are not superseded by any regulations made by the Council of Management.

Appointment and retirement of members of the Council of Management

61. The first members of the Council of Management shall be the subscribers to the Memorandum.
62. The Council of Management shall consist of the following persons, any of whom may have disabilities:
- (i) the Honorary Officers for the time being
 - (ii) At least Four members of the Charity who shall be elected at an Annual General Meeting and
 - (iii) co-opted members (who may but need not be members of the Charity) being persons having a special interest in and qualifications for furthering the work of the Society appointed in accordance with Article 68.
63. At the end of each annual general meeting all the members of the Council of Management shall retire from office but they may be re-elected or re-appointed.
64. If a vacant position on the Council of Management is not filled through election or re-election at the Annual General Meeting the following provisions apply:
- 64.1 If the position is that of an Honorary Officer the person who has retired under Article 63 shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
- 64.2 If the position is not that of an Honorary Officer the individuals in the same sub-category of membership of the Council of Management under Article 62(ii) who have retired under Article 63 shall be deemed re-appointed unless the meeting resolves that he/she/they should not be deemed re-appointed or he/she/they are not willing to act. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Council of Management, and if any have served for the same period of time, the order of priority shall be determined by lot.

64.3 This Article 64 does not apply to appointments by the Council of Management under Article 68.

65. Subject to Article 64 no person shall be appointed or re-appointed a member of the Council of Management at any general meeting:

65.1 unless he or she has been nominated by one or more members by written nomination delivered to the Secretary at least seven days before the date appointed for the meeting, together with notice executed by the nominee of his or her willingness to be appointed or reappointed, provided that if no nominations for a particular vacancy are made within that period, nominations for the vacancy shall be accepted at the meeting; and

65.2 until he or she has signed in the minute book of the Council of Management a declaration of willingness to act as a member of the Council of Management².

²The purpose of this requirement is to ensure that individual Council of Management members are aware of their duties and powers as contained in the Articles and that they are charity trustees.

66. No person may be appointed as a member of the Council of Management:

66.1 unless he or she has attained the age of 18 years; or

66.2 in circumstances such that, had he or she already been a member of the Council of Management, he or she would have been disqualified from acting under the provisions of Article 70.

67. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a member of the Council of Management either to fill a vacancy or as an additional member of the Council of Management.

68. The Council of Management may at any time appoint a co-opted member to fill a vacancy provided that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Council of Management would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council of Management called under Article 73 and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.

69. Members of the Council of Management appointed at an annual general meeting shall take office from the end of that meeting.

Disqualification and removal of members of the Council of Management

70. The office of a member of the Council of Management shall be vacated if he or she:

70.1 ceases to be a member of the Council of Management by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a member of the Council of Management; or

70.2 is disqualified from acting as a member of the Council of Management by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);³

³For example, running a shop selling donated goods is not considered trading in Charity Law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law.

70.3 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;

70.4 is absent without the permission of the Council of Management from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Council of Management resolve that his or her office be vacated;

70.5 notifies to the Council of Management a wish to resign (but only if at least three members of the Council of Management will remain in office when the notice of resignation is to take effect); or

70.6 if he or she is removed from office by resolution of a general meeting called under Article 25, provided that pending the holding of such general meeting a majority of the other members of the Council of Management shall have power to suspend the Council of Management member from office by written notice served on him or her. If the Council of Management member is not removed from office at the general meeting his or her suspension will cease.

Expenses of members of the Council of Management

71. The members of the Council of Management may be paid all reasonable travelling, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Council of Management or committees of members of the Council of Management or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Charity or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF COUNCIL OF MANAGEMENT⁴

⁴The Committee forms the charity trustees of the Charity and, therefore, has the duties contained in Charity Law as well as in its constitution. All trustees need to be aware of these duties. Guidance on them is available from the Charity Commission.

72. Subject to the provisions of the Articles, the Council of Management may regulate their proceedings as they think fit.

73. The Council of Management shall hold at least four quarterly ordinary meetings each year. At least seven days notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Council of Management upon not less than 4 days' notice being given to other members of the Council of Management of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

74. Notice of Council of Management meetings shall be given in accordance with Articles 92 to 97.
75. There shall be a quorum when at least three members of the Council of Management are present at a meeting.
76. The continuing Council of Management members or a sole continuing Council of Management member may act notwithstanding any vacancies in their number, but, if the number of Council of Management members falls to less than three the continuing Council of Management member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
77. Every matter shall be determined by a majority of votes of the members of the Council of Management present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
78. The Chair shall act as chair at meetings of the Council of Management. If the Chair is absent from any meeting, the members of the Council of Management present shall choose one of their number to be chair of the meeting before any other business is transacted.
79. All acts done by a meeting of the Council of Management, or of a committee of the Council of Management, or by a person acting as a member of the Council of Management shall, even if afterwards discovered that there was a defect in the appointment of any member of the Council of Management or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council of Management and had been entitled to vote.
80. Conflicts of interest

Declaration of interests

- 80.1 Unless Article 80.2 applies, a member of the Council of Management must declare the nature and extent of:
 - 80.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
 - 80.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 80.2 There is no need to declare any interest or duty of which the other members of the Council of Management are, or ought reasonably to be, already aware.

Participation in decision-making

- 80.3 If a member of the Council of Management's interest or duty cannot reasonably be regarded as likely to give rise to a Conflict of Interest with or in

respect of the Charity, 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.

- 80.4 If a member of the Council of Management's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a Conflict of Interest with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

80.4.1 the decision could result in the member of the Council of Management or any person who is connected with him or her receiving a benefit other than:

- (a) any benefit received in his or her capacity as a beneficiary of the Charity (as permitted under Article 7.7) and which is available generally to the beneficiaries of the Charity;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 6.12;
- (c) payment under the indemnity set out at Article 98; and
- (d) reimbursement of expenses in accordance with Articles 7.1 and 71; or

80.4.2 a majority of the other members of the Council of Management participating in the decision-making process decide to the contrary

in which case he she or it must comply with Article 80.5.

- 80.5 If a member of the Council of Management with a Conflict of Interest is required to comply with this Article 80.5, he or she must:

- (a) take part in the decision-making process only to such extent as in the view of the other members of the Council of Management is necessary to inform the debate;
- (b) not be counted in the quorum for that part of the process; and
- (c) withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

- 80.6 Where a member of the Council of Management or person connected with him or her has a Conflict of Interest and the member of the Council of Management has complied with his or her obligations under these Articles in respect of that conflict:

80.6.1 the member of the Council of Management shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach

of any other duty or obligation of confidence owed by him or her;
and

- 80.6.2 the member of the Council of Management shall not be accountable to the Charity for any benefit (other than one expressly prohibited by or 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.

Register of interests of members of the Council of Management

81. The Council of Management shall cause a register of interests of Council of Management members to be kept.

GENERAL

Honorary Officers

82. The Honorary Officers shall consist of a Chair, one or more Vice-Chair, a Treasurer, and such other officers as the Charity may decide. They shall be elected from the membership at the annual general meeting in accordance with these Articles and shall hold office from the end of the annual general meeting at which they are elected until the next annual general meeting when they shall be eligible for re-appointment.
83. Subject to Article 82, the Council of Management may appoint a person who is willing to act to be an Honorary Officer, either to fill a vacancy or as an additional Honorary Officer, provided that the appointment does not cause the number of Honorary Officers to exceed any number fixed by or in accordance with the Articles as the maximum number of Honorary Officers. An Honorary Officer so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

Secretary

84. A Secretary may be appointed by the Council of Management 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:
- 84.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 84.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to an Council of Management member, or a person authorised generally or specifically in that behalf by the Council of Management.

Patron, President and Vice-President

85. Patrons, a President and Vice-President(s) may be appointed by the Charity. Any such appointments shall be decided by the membership at any general meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Charity. A person so appointed shall also not be eligible to stand for election to the Council of Management at an annual general meeting but may be co-opted as a Council of Management member by the Council of Management in accordance with these Articles.

Affiliation

86. The Charity may seek affiliation to the Royal Society in accordance with the Articles of Association of the Royal Society and during affiliation the Charity will observe the terms of affiliation for affiliated members published by the Royal Society from time to time. It may also seek affiliation to Scope UK and during affiliation will observe the terms of affiliation for affiliated members.

Minutes

87. The Council of Management shall cause minutes to be made in a permanent form in books kept for the purpose:

- 87.1 of all appointments of officers made by the Council of Management; and
- 87.2 of all proceedings at meetings of the Charity and of the Council of Management, and of committees of the Council of Management, including the names of the members of the Council of Management present at each such meeting;

and any such minute, if purported to be signed 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 members of the Council of Management of the Charity, be sufficient evidence of the proceedings.

Accounts and Reports

88. The Charity may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
89. The Council of Management shall comply with the requirements of the Companies Acts and of the Charities Act 1993⁵ (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

⁵Guidance can be obtained from the Charity Commission on these obligations. Their extent depends on the income of the Charity in each financial year.

- 89.1 annual reports;

89.2 annual returns;

89.3 annual statements of account.

Amendments

90. Notwithstanding the other provisions of these Articles:

90.1 No amendments may be made to Articles 3 (name), 5 (objects), 8 (Council of Management members not to be personally interested), 86 (affiliation), 99 (dissolution) or to this Article 90 without the prior consent in writing of the Charity Commission;

90.2 No amendment may be made which would have the effect of making the Charity cease to be a charity at law; and

91. The Council of Management must promptly send to the Royal Society's Secretariat or other office, as requested by it, a copy of any amendment made to the [[Memorandum and/or]¹ Articles.

Communications by and to the Charity

92. Subject to the provisions of the Companies Acts and these Articles:

92.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;

92.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

92.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

93. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Charity's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:

93.1 a member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that

address, but otherwise no such member shall be entitled to receive any notice from the Charity; and

- 93.2 the Charity is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
- 94. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
 - 94.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or
 - 94.2 in the case of documents in electronic form, by sending them by electronic means:
 - 94.2.1 to an address notified to the members for that purpose; and
 - 94.2.2 from an address previously notified to the Charity by the member for the purpose of sending and receiving documents and information.
- 95. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 96. Where a document or information is sent or supplied under the Articles:
 - 96.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
 - 96.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
 - 96.3 by means of a website, service or delivery shall be deemed to be effected when:-
 - 96.3.1 the material is first made available on the website; or
 - 96.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 97. Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
 - 97.1 if the document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of

the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

- 97.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 97.3 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.

Indemnity

98. Without prejudice to any indemnity to which a Council of Management member may otherwise be entitled, every Council of Management member of the Charity shall be indemnified out of the assets of the Charity 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 Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Winding-up

- If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to other charitable organisation(s) with similar objects. This will be done in line with the guidance contained within the Charities Acts.