

Company Number 2988368

Charity Number: 1042574

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL HEADACHE SOCIETY

Amended by special resolution passed on 7 September 2018

WILSONS
Wilsons Solicitors LLP
Alexandra House
St Johns Street
Salisbury
Wiltshire
SP1 2SB

Tel: 01722 412412

Fax: 01722 427613

Ref: JMS/87380

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

**ARTICLES OF ASSOCIATION OF
INTERNATIONAL HEADACHE SOCIETY**

1 Objects

The Objects are to relieve sickness and to protect and preserve health in the United Kingdom and elsewhere in the world, including in any one or more of the individual countries of the world, in particular:

- 1.1. by promoting research into the causes, mechanisms, consequences, diagnosis, prevention, treatment and other aspects of headache and by disseminating the useful results of such research;
- 1.2. by advancing the education and raising the awareness of the public of the subjects of headache, its science and management; and
- 1.3. by such other ways as the Charity through its Trustees may from time to time decide.

In connection with these Objects the Charity shall have the power to:

- 1.4. To provide a forum for the exchange of knowledge and belief relating to headache.
- 1.5. To educate physicians, other health workers (professional or otherwise), and the general public in the causes, diagnosis, consequences and management of headache.
- 1.6. To encourage the management of headache in a scientific and ethical manner.
- 1.7. To promote, arrange, conduct and publish the proceedings of meetings, seminars, symposia, conferences, lectures, discussions, and courses of study on, or concerning, or in the field of headache and related disciplines.

2 Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 2.1. To promote or carry out research.
- 2.2. To provide advice.
- 2.3. To publish or distribute information.
- 2.4. To co-operate with other bodies.
- 2.5. To support, administer or set up other charities.
- 2.6. To raise funds (but not by means of taxable trading).
- 2.7. To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 2.8. To acquire or hire property of any kind.

- 2.9. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 2.10. To make grants or loans of money and to give guarantees.
- 2.11. To set aside funds for special purposes or as reserves against future expenditure.
- 2.12. To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 2.13. To delegate the management of investments to a financial expert, but only on terms that:
 - 2.13.1. the investment policy is set down in writing for the financial expert by the Trustees;
 - 2.13.2. every transaction is reported promptly to the Trustees;
 - 2.13.3. the performance of the investments is reviewed regularly with the Trustees;
 - 2.13.4. the Trustees are entitled to cancel the delegation arrangement at any time;
 - 2.13.5. the investment policy and the delegation arrangement are reviewed at least once a year;
 - 2.13.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 2.13.7. the financial expert must not do anything outside the powers of the Trustees.
- 2.14. To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 2.15. To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- 2.16. To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 2.17. To pay for indemnity insurance for the Trustees.
- 2.18. Subject to clause 3, to employ paid or unpaid agents, staff or advisers.
- 2.19. To enter into contracts to provide services to or on behalf of other bodies.
- 2.20. To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 2.21. To establish where necessary national branches (whether autonomous or not).
- 2.22. To pay the costs of forming the Charity.
- 2.23. To do anything else within the law which promotes or helps to promote the Objects.

3 **Benefits to Members and Trustees**

- 3.1. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:
 - 3.1.1. members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 3.1.2. members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 3.1.3. members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - 3.1.4. members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 3.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 3.2.1. as mentioned in clauses 2.17 (indemnity insurance), 3.1.2 (interest), 3.1.3 (rent), 3.1.4 (charitable benefits) or 3.3 (contractual payments);
 - 3.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 3.2.3. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 3.2.4. payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 3.2.5. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 3.3. A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if authorised by statute or if:
 - 3.3.1. the goods or services are actually required by the Charity;
 - 3.3.2. 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 meeting of the Trustees in accordance with the procedure in clause 3.4; and
 - 3.3.3. no more than one half of the Trustees are interested in such a contract in any financial year.
- 3.4. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
 - 3.4.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 3.4.2. be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 3.4.3. not be counted in the quorum for that part of the meeting; and
 - 3.4.4. be absent during the vote and have no vote on the matter.
- 3.5. This clause may not be amended without the written consent of the Commission in advance.

4 **Limited Liability**

The liability of members is limited.

5 **Membership**

- 5.1. The Charity must maintain a register of Standard Members and Honorary Members.
 - 5.1.1. Standard Members and Honorary Members shall be members of the Charity for the purposes of company law.
 - 5.1.2. Other categories of member shall not be members of the Charity for the purposes of company law.
- 5.2. Membership of the Charity (either as Standard Member, Honorary Member or in such other category as may be determined by the Trustees) is open to any individual or organisation interested in promoting the Objects who:
 - 5.2.1. is professionally engaged or interested in the study of headache disorders and has university or equivalent qualifications in any relevant field including medicine, surgery, psychiatry, medical or biomedical science, psychology, nursing, physical therapy, social work, pharmacy or medical ethics or law;
 - 5.2.2. applies to the Charity in the form required by the Trustees;
 - 5.2.3. pays the required subscription fee, due on 1 January each year; and
 - 5.2.4. is approved by the Trustees;.

Provided that the Trustees may determine or recategorise from time to time the membership category of any individual or organisation.
- 5.3. The Trustees may:
 - 5.3.1. establish different classes of membership (such as Standard, Adjunct or Affiliate Society membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.
 - 5.3.2. ; make rules regarding each class of membership.
- 5.4. Membership is terminated if the member concerned:
 - 5.4.1. gives written notice of resignation to the Charity;
 - 5.4.2. dies or (in the case of an organisation) ceases to exist;
 - 5.4.3. ceases to have the required qualifications for membership;
 - 5.4.4. is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
 - 5.4.5. is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may pass such a resolution only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.
- 5.5. The membership year runs from 1 January to 31 December.

- 5.6. Membership of the Charity is not transferable.
- 5.7. The Trustees may from time to time determine different categories of Standard Membership, subject to such subscription requirements and carrying such additional rights and benefits (in addition to those appearing in these Articles) as they shall see fit. They may also determine different categories of Adjunct Membership and Affiliate Society Membership (which shall not represent membership of the Charity for the purposes of the Companies Act, and shall not carry rights under these Articles) carrying such rights and benefits and subject to such subscription requirements as they shall see fit.
 - 5.7.1. Such categories of Standard Membership, Adjunct Membership and Affiliate Society Membership shall be posted on the Charity's website.
 - 5.7.2. The class and/or category of Membership to be offered to any person shall be determined by the Trustees
 - 5.7.3. The Trustees may at their discretion change the class and/or category of Membership of any Member

6 General Meetings

- 6.1. Standard Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice by the Trustees specifying the business to be discussed.
- 6.2. There is a quorum at a general meeting if the number of Standard Members or authorised representatives present in person or by proxy is at least ten. If a quorum is not present by half an hour after the meeting is scheduled to begin, the meeting shall be adjourned until such other day and such time and place as the Trustees may determine unless it has been convened by the members, in which case it will be dissolved.
- 6.3. The President or (if the President is unable or unwilling to do so) some other Standard Member elected by those present presides at a general meeting.
- 6.4. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 6.5. Except for the chairman of the meeting, who has a second or casting vote, every Standard Member present in person or through an authorised representative or by proxy has one vote on each issue.
- 6.6. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):
 - 6.6.1. by the chairman of the meeting;
 - 6.6.2. by at least two Standard Members present in person or by proxy.In the case of a show of hands, the chairman of the meeting shall declare whether a resolution has been carried or carried unanimously, or by a particular majority, or lost, and the result will be minuted accordingly.
- 6.7. The demand for a poll may be withdrawn.
- 6.8. Except as provided in Article 6.9, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 6.9. If a poll is demanded on the election of the chairman of the meeting, or on a question of adjournment, this shall be taken immediately. A poll demanded on any other question shall be taken when the chairman of the meeting directs, and any other business may continue pending the poll.
- 6.10. A written resolution passed in accordance with the Companies Act 2006 is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 6.11. Except at first, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation. Not more than 18 months should elapse between AGMs.
- 6.12. At an AGM the Standard Members:
 - 6.12.1. receive the accounts of the Charity for the previous financial year;
 - 6.12.2. receive the Trustees' report on the Charity's activities since the previous AGM;
 - 6.12.3. accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 6.12.4. elect Trustees;
 - 6.12.5. appoint auditors or reporting accountants for the Charity, as prescribed by law;
 - 6.12.6. may confer on any individual (with his or her consent) the honorary title of Patron or Honorary Member of the Charity; and
 - 6.12.7. may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 6.13. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, but only the business left unfinished at the meeting from which the adjournment took place shall be transacted at the adjourned meeting. When a meeting is adjourned for thirty days or more, the same notice of the adjourned meeting shall be given as for the original meeting. If not, no notice is required of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.14. A general meeting may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least 5% of the Standard Members.

7 The Trustees

- 7.1. The Trustees as charity trustees have control of the Charity and its property and funds.
- 7.2. The Trustees when complete consist of at least five individuals.
- 7.3. Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 7.4. The Trustees shall consist of
 - 7.4.1. the President,
 - 7.4.2. the President-Elect,
 - 7.4.3. the Past-President,

- 7.4.4. up to six Elected Trustees, who must be Standard Members of the Charity, and
 - 7.4.5. up to three Appointed Trustees, who need not be Standard Members of the Charity.
- 7.5. Elected Trustees
- 7.5.1. Subject to article 7.5.2, an Elected Trustee shall serve for a term of 2 years, defined as the period between the AGM at which the Trustee was elected and the AGM in the year but one following (“the Relevant AGM”).
 - 7.5.2. At the end of his first 2 year term, an Elected Trustee shall
 - 7.5.2.1. if the individual concerned consents to continue acting and,
 - 7.5.2.2. remains qualified under the terms of Article 5.2.1
 be deemed to be automatically re-elected at the Relevant AGM for one further term of 2 years.
 - 7.5.3. Subject to articles 7.7 and 7.8, no Elected Trustee may serve more than two consecutive terms. Elected Trustees who have served the maximum number of consecutive terms may be re-elected after a period of at least one term between the date they cease to serve as a Trustee and the date they are re-elected.
- 7.6. Appointed Trustees
- 7.6.1. Subject to article 7.6.2, an Appointed Trustee shall serve for a term of 4 years.
 - 7.6.2. At the end of his first 4 year term, an Appointed Trustee shall
 - 7.6.2.1. if the individual concerned consents to continue acting and,
 - 7.6.2.2. remains qualified under the terms of Article 5.2.1
 be deemed to be automatically re-appointed for one further term of 2 years, and can be re-appointed for a second further term of 2 years.
 - 7.6.3. Subject to articles 7.7 and 7.8, no Appointed Trustee may serve more than three consecutive terms (a total of 8 years). Appointed Trustees who have served the maximum number of consecutive terms may be re-appointed or elected after a period of at least one term between the date they cease to serve as a Trustee and the date they are reappointed or elected.
 - 7.6.4. The appointment of Appointed Trustees shall be reviewed on a biennial basis
- 7.7. President-Elect and President
- 7.7.1. Candidates for election as President-Elect shall be nominated by the Leadership, Development and Nominations Committee.
 - 7.7.2. The President-Elect shall be elected by the Standard Members for two terms and shall serve the first term as President-Elect and the second term as President.
 - 7.7.3. The President-Elect may have already served two consecutive terms as an Elected Trustee but is not subject to article 7.5.3. Once the President-Elect has served his or her two terms as per this article, he or

she shall serve a further term as Past-President but thereafter may not under any circumstances be re-elected or reappointed as a Trustee.

7.8. Treasurer and Secretary

The Trustees shall appoint a Treasurer and a Secretary from among their number. The Treasurer and Secretary will usually be Appointed Trustees.

7.9. A Trustee's term of office automatically terminates if he or she:

7.9.1. is disqualified under the Charities Act from acting as a charity trustee;

7.9.2. is incapable, whether mentally or physically, of managing his or her own affairs;

7.9.3. attends less than two meetings of the Trustees in any calendar year and is asked by a majority of the other Trustees to resign;

7.9.4. ceases to be an Standard Member (except in the case of the Appointed Trustees) but such a person may be reinstated by resolution passed by all the other Trustees on resuming Standard Membership of the Charity before the next AGM;

7.9.5. resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);

7.9.6. is removed by resolution of the Standard Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered his or her removal in the light of any such views.

7.9.7. in the case of an Appointed Trustee, is removed from office by way of a resolution of not less than a simple majority of the President, President-Elect and Elected Trustees;

7.10. The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM when he or she must either stand for election or step down.

7.11. The Trustees may invite a Standing Committee chairman or Special Interest Group chairman (who in either case must be an IHS member) to attend any meeting of the Trustees, ex-officio, without voting rights.

7.12. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7.13. Nomination and election of Elected Trustees

The Trustees will determine the procedure for the nomination of Elected Trustees and will ensure that this process is fair, open and well publicised.

7.14. Nominations for Elected Trustee vacancies (other than the President-Elect) can be made by the Leadership, Development and Nominations Committee or by Standard Members. The Leadership, Development and Nominations Committee will aim to nominate at least two candidates per Trustee vacancy.

7.15. Nominations for Elected Trustee vacancies (excluding the President-Elect) can also be made by Standard Members as follows:

7.15.1. The Secretary shall, at least three months before the Relevant AGM, notify all Standard Members of any Elected Trustee vacancies arising ("nomination invitation")

- 7.15.2. The nomination invitation shall state the date by which nominations must be submitted to the Secretary at the address on the nomination form, which shall be at least two months before the Relevant AGM.
- 7.15.3. Nominations shall:
- 7.15.3.1. be made in writing and in such form as may be prescribed by the Trustees from time to time;
 - 7.15.3.2. be for any vacancies arising (as advised) amongst the Elected Trustees (excluding the vacancy for the President Elect);
 - 7.15.3.3. be proposed by an Standard Member and seconded by a different Standard Member and supported by a personal written statement by the nominee, including a written indication of intention to stand for election as a Trustee (“consent to stand for election”);
 - 7.15.3.4. reach the Secretary at the address on the nomination form at least two months before the Relevant AGM or the date specified on the nomination invitation if earlier.
- 7.15.4. No person who has provided a consent to stand for election as a Trustee shall subsequently be able to nominate or second the nomination of any candidate in that election
- 7.15.5. No person other than a Trustee who is automatically re-elected shall be eligible for election to the office of Trustee unless recommended by the Trustees or nominated in accordance with this article.
- 7.16. If the number of nominations received for the Elected Trustees (including the President-Elect) exceeds the number of vacancies, a postal and/or electronic ballot (“ballot”) shall be conducted as follows:
- 7.16.1.1. The Secretary shall, at least 14 days before the Relevant AGM send to all Standard Members at their last notified address, a Notice of Postal and/or Electronic Ballot, together with a ballot paper containing the names of each nominee and the position for which they have been nominated (“ballot paper”) and/ or the address of a website where they can cast their votes electronically;
 - 7.16.1.2. The notice shall include a date of return for the ballot papers and/or a date on which the electronic ballot closes, such date being at least 7 days after the Notice of Postal and/ or Electronic Ballot is deemed to have been received by the Standard Members;
 - 7.16.1.3. Every Standard Member shall have one vote for each vacancy to be filled. Duplicate votes will not be counted. The votes of an Standard Member shall only be counted if on the date on which the Secretary circulates the relevant notices under article 7.15.1.1 he or she has paid all monies then due to the Charity;
 - 7.16.1.4. The Secretary shall count the votes of the ballot and the nominee with the most votes of the total cast for that position shall win the ballot. The Secretary’s decision as to the winner shall be final and no appeal may be entered;

- 7.16.1.5. In the event of an equality of votes for any one Trustee vacancy, the President shall have a second or casting vote;
- 7.16.1.6. Those nominees winning the ballot shall be deemed to be elected at the next Relevant AGM as Trustees.
- 7.16.2. The accidental omission to issue a Notice of Postal and/or Electronic Ballot to any Standard Member entitled to vote shall not invalidate the ballot or the election of the nominee as a Trustee.
- 7.16.3. For the avoidance of doubt, the new Trustees shall take office with effect from the end of the next Relevant AGM and the outgoing Trustees' resignation shall take effect from the end of the next Relevant AGM.
- 7.17. If insufficient nominations are received to fill all vacancies the candidates nominated shall be deemed to be elected and any vacant positions remaining shall be deemed to be casual vacancies. If the number of nominations is equal to the number of vacancies to be filled, all persons nominated shall be deemed to be elected.

8 **Trustees' Proceedings**

- 8.1. The Trustees must hold at least two meetings each year.
- 8.2. A quorum at a meeting of the Trustees is five Trustees and must include the President or the President-Elect.
- 8.3. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 8.4. The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 8.5. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 8.6. Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 8.7. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

9 **Trustees' Powers**

The Trustees have the following powers in the administration of the Charity:

- 9.1. To appoint honorary officers such as a Treasurer from among their number.
- 9.2. To delegate any of their functions to committees consisting of two or more individuals appointed by them and monitored by a named Trustee representative. All proceedings of committees must be reported promptly to the Trustees.
- 9.3. To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- 9.4. To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.

- 9.5. To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
 - 9.6. To establish procedures to assist the resolution of disputes or differences within the Charity.
 - 9.7. To exercise any powers of the Charity which are not reserved to a general meeting.
 - 9.8. To appoint a Company Secretary.
- 10 **Finance Sub-Committee**
- 10.1. The Trustees will establish a Finance Sub-Committee as needed, which will be chaired by a Trustee.
- 11 **Standing Committees**
- 11.1. The Trustees will establish Standing Committees and appoint the chairman of such committees.
 - 11.2. A quorum at a Standing Committee meeting is a simple majority of the members but must include the chairman or vice-chairman of the committee.
 - 11.3. The Trustees will make rules for the administration of Standing Committees including their terms of office and renewal periods.
 - 11.4. The Trustees shall maintain the Leadership, Development and Nominations Committee as a Standing Committee.
- 12 **Special Interest Groups**
- 12.1. The Trustees may establish and dissolve Special Interest Groups and prescribe their Terms of Reference.
- 13 **Task Forces**
- 13.1. The President, Trustees and Standing Committees may establish and dissolve Task Forces and prescribe their Terms of Reference.
- 14 **Advisory Council**
- 14.1. The Trustees will establish an Advisory Council.
 - 14.2. The Advisory Council will consist of Standing Committee chairmen, National Society Representatives, and others as deemed appropriate by the Trustees.
 - 14.3. The Trustees may prescribe the Advisory Council's Terms of Reference.
- 15 **Financial**
- 15.1. The budget of the Charity must be ratified by the Trustees at a meeting.
 - 15.2. The Trustees will prescribe financial rules for the Charity including the delegation of decisions over small budget requests to employees or individual Trustees.
 - 15.3. The Trustees will set the budgets for Standing Committees, Special Interest Groups and Task Forces.
- 16 **Records and Accounts**
- 16.1. The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 16.1.1. annual returns;
- 16.1.2. annual reports; and
- 16.1.3. annual statements of account.
- 16.2. The Trustees must keep proper records of:
 - 16.2.1. all proceedings at general meetings;
 - 16.2.2. all proceedings at meetings of the Trustees;
 - 16.2.3. all reports of committees; and
 - 16.2.4. all professional advice obtained.
- 16.3. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 16.4. A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

17 **Notices and means of communication**

- 17.1. Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Articles or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent by hand, by post or by suitable electronic means or (where supplied by the Charity and applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity or posted on the Charity's website.
- 17.2. A notice or other document or information sent by a Member in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
- 17.3. The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 17.4. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 17.4.1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 17.4.2. two clear days after being sent by first class post to that address;
 - 17.4.3. three clear days after being sent by second class or overseas post to that address;
 - 17.4.4. on the date of publication of a newspaper or journal containing the notice;
 - 17.4.5. on being handed to the member (or, in the case of a member organisation, its authorised representative) personally;
 - 17.4.6. 24 hours after the members have been notified of its publication on the Charity's website; or, if earlier,

17.4.7. as soon as the member acknowledges actual receipt.

17.5. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

18 **Guarantee**

Every Standard Member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was an Standard Member.

19 **Dissolution**

19.1. If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

19.1.1. by transfer to one or more other bodies established for exclusively charitable purposes which are within the Objects, the same as the Objects or similar to the Objects;

19.1.2. directly for the Objects or for charitable purposes which are within or similar to the Objects;

19.1.3. in such other manner consistent with charitable status as the Commission approve in writing in advance.

19.2. A final report and statement of account must be sent to the Commission.

20 **Interpretation**

20.1. In the Memorandum and Articles, unless the context indicates another meaning:

‘AGM’	means an annual general meeting of the Charity;
‘Appointed Trustees’	means the Trustees appointed by the President, President-Elect and the Elected Trustees;
‘the Articles’	means the Charity’s articles of association;
‘authorised representative’	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;
‘beneficiaries’	means a beneficiary of the Charity;
‘Chairman’	means the President of the Charity and Chairman of the Trustees;
‘the Charity’	means the company governed by the Articles;
‘the Charities Act’	means the Charities Act 2011;
‘charity trustee’	has the meaning prescribed by section 177 of the Charities Act;
‘clear day’	means 24 hours from midnight following the relevant event;
‘the Commission’	means the Charity Commissioners for England and Wales;
‘the Companies Act’	means the Companies Act 2006;

‘connected person’	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
‘custodian’	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
‘general meeting’	means a general meeting of the Charity;
‘Elected Trustees’	means the Trustees who are elected by the Standard Members;
‘financial expert’	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
‘financial year’	means the Charity’s financial year;
‘firm’	includes a limited liability partnership;
indemnity insurance’	means ‘insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
‘Honorary Member’ and ‘Honorary Membership’	refers to members appointed by the Trustees as Honorary Members and who are company law members of the Charity;
‘material benefit’	means a benefit which may not be financial but has a monetary value;
‘member’ and ‘membership’	refer to all members of the Charity including those who are not company law members;
‘Memorandum’	means the Charity’s Memorandum of Association;
‘month’	means calendar month;
‘nominee company’	means a corporate body registered or having an established place of business in England and Wales;
‘the Objects’	means the Objects of the Charity as defined in clause 1;
‘Standard Member’ and ‘Standard Membership’	refer to company law membership of the Charity, and shall include Honorary Members;
‘taxable trading’	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects,

the profits of which are subject to corporation tax;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors.

‘written’ or ‘in writing’ refers to a legible document on paper or in electronic form including (without limitation) a fax message or email;

‘year’ means calendar year.

- 20.2. Expressions defined in the Companies Act have the same meaning (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity).
- 20.3. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 20.4. The singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa.
- 20.5. The headings used in these Articles are for convenience only and shall not affect their interpretation.