



International Federation of Aromatherapists

Articles of Association

As adopted by special resolution

28th April 2018

Articles of Association of International Federation of Aromatherapists

The Companies Act 2006

Private company limited by guarantee and not having a share capital

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1. Name

The company's name is The International Federation of Aromatherapists and in this document it is called the 'charity'.

2. Interpretation

In these articles, unless the context otherwise requires:

“articles”	means the charity's articles of association;
“companies Act”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity;
“charities Act”	means the Charities Act 2011;
“the charity”	means the company intended to be regulated by these articles;
“objects”	means the objects of the federation given in article 4;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“the directors”	means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
“director”	means a director of the charity, and includes any person occupying the position of director, by whatever name called;
“lay director”	means a member of the board of directors who is not a member of the charity;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“special resolution”	has the meaning given in section 283 of the Companies Act 2006;
“the seal”	means the common seal of the charity;
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- a) Unless the context otherwise requires other words or expressions contained in these Articles shall bear the same meaning as in the Companies Act as in force on the date when these Articles became binding on the Charity.
- b) References in these Articles to any Act are references to that Act as amended or re-enacted from time to time and to any relevant subordinate legislation made under it.
- c) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- d) The model articles for private companies limited by guarantee in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) are excluded from applying to this Company.

3. Liability of members

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

- a) payment of the charity's debts and liabilities contracted before he ceases to be a member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

4. Objects

The charity's objects ('Objects') are specifically restricted to the preservation of health and well-being by advancing the knowledge, practice of and expertise in aromatherapy by education, teaching and training and other lawfully charitable means.

5. Powers

The charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charity has power:

- a) to raise funds by any lawful means.
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- g) to employ and remunerate such staff as are necessary for carrying out the work of the charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff;
- h) to:
 - i. deposit or invest funds;
 - ii. employ a professional fund-manager; and
 - iii. arrange for the investments or other property of the charity to be held in the name of a nominee;
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- i) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- j) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.
- k) to promote the establishment and maintenance of a programme of professional education designed to improve the standards of the practice of aromatherapy.
- l) to make available and disseminate as widely as possible all available information relating to the practice of aromatherapy.
- m) to promote the establishment of ethical and professional standards for the practice of aromatherapy for the benefit of the general public and the members of the profession.

- n) to promote and maintain a register of practising members whose services are available to the public.
- o) to promote and maintain a register of aromatherapy course providers who are recognised by the charity for providing training of a standard that meets the charity 's requirements.
- p) to promote the support and encouragement of scientific research applicable to aromatherapy and its practice.

6. Application of income and property

- a) The income and property of the charity shall be applied solely towards the promotion of the Objects.
 - i. A director is entitled to be reimbursed from the income of the charity or may pay out of such income reasonable expenses properly incurred by him when acting on behalf of the charity.
 - ii. A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - iii. A director may receive an indemnity from the charity in the circumstances specified in article 50.
 - iv. A director may not receive any other benefit or payment unless it is authorised by article 7.
- b) No part of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member or director of the charity.
- c) This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the charity, provided the nature and level of remuneration is no more than reasonable in relation to the value of the service and is approved by the board of directors.

7. Benefits and payments to charity directors and connected persons

1) General provisions

No director or connected person may:

- a) buy any goods or services from the charity on terms preferential to those applicable to members of the public or members of the charity;
- b) sell goods, services, or any interest in land to the charity;
- c) be employed by, or receive any remuneration from the charity;
- d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (7.2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

2) Scope and powers permitting directors' or connected persons' benefits

- a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- d) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

3) Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2c) of this article if each of the following conditions is satisfied:

- a) The amount or maximum amount of a payment for goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods in question to or on behalf of the charity;
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- d) The director is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with a supplier if the director is connected to that supplier or with regard to the supply of goods to the charity and;
- e) If the director is connected to the supplier, that director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- f) The reason for the decision of the selection of the particular supplier is recorded by the directors and minuted;
- g) A majority of the directors then in office are not in receipt of remuneration of payments authorised by article 7.

8. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent themselves from any discussions of the charity directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests

- a) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the charity in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- b) But if paragraph (c) applies a director who is interested in an actual or proposed transaction or arrangement with the charity is to be counted as participating in the decision-making process for quorum and voting purposes.
- c) This paragraph applies when:
 - i. the charity by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - ii. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - iii. the director's conflict of interest arises from a permitted cause;
 - iv. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- d) For the purposes of this article, the following are permitted causes:
 - i. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the charity or any of its subsidiaries;
 - ii. subscription, or an agreement to subscribe, for securities of the charity or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - iii. arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the charity or any of its subsidiaries which do not provide special benefits for directors or former directors of the charity.
- e) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- f) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- h) In this article a conflict of interest is not limited to a financial interest but also a conflict arising because of a duty of loyalty owed to another organisation or person which involves a direct or indirect benefit of any nature to a director or to a connected person.

10. Members

- a) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations on the charity's website.
- b) No person shall become a member of the charity unless:
 - i. that person has met the criteria for the membership category of which they are applying;
 - ii. that person has completed an application for membership in a form approved by the directors;
 - iii. that person agrees to adhere to the rules applied to members;
 - iv. that person has paid the annual subscription by the due date.
- c) The directors may refuse an application for membership if:
 - i. acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - ii. the company reserves the right to refuse an application in such instances where a person has been convicted of a serious crime or entered into litigation with the company causing damage to the company reputation and financial loss for the charity.

- iii. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - iv. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- d) membership is not transferable.

11. Termination of membership

A person shall no longer be a member when:

- a) that member dies or if it is an organization ceases to exist.
- b) the member withdraws from membership of the charity by giving notice to the charity in writing.
- c) the member has not paid the annual subscription by the due date.
- d) that person does not meet the criteria for the membership category of which they are applying to renew.
- e) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his membership is terminated following the disciplinary procedure.

12. General meetings

- a) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- b) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- c) The directors may call a general meeting at any time.

13. Notice of general meetings

- a) The minimum periods of notice required to hold a general meeting of the charity are:
 - i. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - ii. fourteen clear days for all other general meetings.

- b) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- c) The notice must be given to all the members and to the directors.
- d) Motions from non-elected directors for discussion at the Annual General Meeting must be received 30 days prior to the meeting.
- e) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

14. The right to speak and vote at general meetings

- a) A member is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- b) A member is able to exercise the right to vote at a general meeting when:
 - i. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - ii. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

15. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.

16. Adjournment

- a) If the members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the

meeting shall be adjourned to such time and place as the directors shall determine.

- b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - i. the meeting consents to an adjournment, or
 - ii. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- c) The chairman of the meeting must adjourn a general meeting if directed to do so by the majority of the members at the meeting.
- d) When adjourning a general meeting, the chairman of the meeting must:
 - i. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - ii. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - i. to the same persons to whom notice of the charity's general meetings is required to be given, and
 - ii. containing the same information which such notice is required to contain.
- f) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- g) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

17. Chairing general meetings

- a) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- b) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - i. The directors present, or
 - ii. (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- c) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

18. Attendance and speaking by directors and non-members

- a) Directors may attend and speak at general meetings, whether or not they are members.
- b) The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.

19. Voting at general meetings

- a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles by the person chairing the meeting.
- b) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

20. Votes of members

- a) Every member, whether an individual or an organisation, shall have one vote.
- b) Any objection to the qualification or exclusion of any category of membership of any voter on a resolution must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- c) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity, provided:

- i. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- ii. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

21. Errors and disputes

- a) No objection may be raised to the qualification of any person or exclusion of any category of membership voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- b) Any such objection must be referred to the chairman of the meeting whose decision is final.

22. Poll votes

- a) A poll on a resolution may be demanded:
 - i. in advance of the general meeting where it is to be put to the vote, or
 - ii. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- b) A poll may be demanded by:
 - i. the chairman of the meeting;
 - ii. the directors;
- c) A demand for a poll may be withdrawn if:
 - i. the poll has not yet been taken, and
 - ii. the chairman of the meeting consents to the withdrawal.

- d) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- e) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- f) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- g)
 - i. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - ii. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - iii. The poll must be taken within thirty days after it has been demanded.
 - iv. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - v. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

23. Content of proxy notices

- a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - i. states the name and membership number of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - iv. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- b) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- d) Unless a proxy notice indicates otherwise, it must be treated as:
 - i. 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
 - ii. 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.

24. Delivery of proxy notices

- a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- b) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

25. Board of directors

- a) The board of directors shall comprise of a minimum of seven (7) and a maximum of twelve (12) persons consisting of:
 - i. Elected members of the charity
 - ii. Up to two (2) lay persons
- b) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- c) A director must initially stand for two (2) years. In this article a 'year' means the period from one Annual General Meeting to the next.

- d) Directors may serve for a maximum of (2) two consecutive terms amounting to four years in total. Once retired the director may reapply after a two year break.

26. Methods of appointing director's appointment

The charity may:

- a) Appoint any person who is willing to act as a director and;
 - i. fulfills the job description of the role for which they are applying;
 - ii. fulfills the person specifications of the role for which they are applying;
 - iii. has not served on a similar organisation's board, specifically aromatherapy within the past five (5) years from the date of application;
 - iv. is permitted by law to do so,
- b) Such person may be appointed to be a director:
 - i. provided such appointment, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number;
 - ii. if the appointment is recommended by the directors;
 - iii. and it is approved by ordinary resolution at an Annual General Meeting.

27. Termination of a director's appointment

A person ceases to be a director when:

- a) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.
- b) A bankruptcy order is made against that person.
- c) A registered medical practitioner who is treating that person gives a written opinion to the charity stating that person has become physically or mentally incapable of acting as a director and may remain so for more than three months.

- d) There has been a failure to declare conflict of interest(s) which would invalidate the decision making process.
- e) The person has failed to complete projects allocated within a reasonable time frame or fulfil obligations.
- f) The board concludes there has been a breach of confidentiality of certain types of information, as declared at the board meeting as confidential, for example marketing strategies etc.
- g) Valid complaints raised against any act that person has participated in, are investigated and found to have merit.
- h) The board has found that person responsible for bringing the charity into disrepute.
- i) The notice period given to the charity by a director that the said director is resigning from office expires, however the minimum amount of directors must still be in office.

28. Director's remuneration

Directors shall fulfil their duties and responsibilities but may not be remunerated or receive any financial or other material benefits unless authorised by article 7.

29. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- a) meetings of directors or committees of directors;
- b) general meetings, or
- c) separate meetings which are necessary for the carrying out of the charity's objects, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the charity, all of which will be prior agreed by the directors.

30. Proceedings of directors

- a) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- b) Questions arising at a meeting shall be decided by a majority of votes.

31. Powers of directors

- a) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- b) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

32. Member's reserve power

- a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- b) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

33. Directors may delegate

- a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - i. to such person or committee;
 - ii. by such means (including by power of attorney);
 - iii. to such an extent;
 - iv. in relation to such matters or territories; and
 - v. on such terms and conditions;
as they think fit.
- b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- c) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

34. Committees

- a) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- b) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

35. Directors to make decisions collectively

Directors are to make decisions collectively. Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 36.

36. Unanimous decisions

- a) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- b) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or which each eligible director has otherwise indicated agreement to in writing.
- c) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a director's meeting.
- d) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

37. Calling a directors' meeting

- a) Any director may call a directors' meeting by giving notice of the meeting to directors or by authorising the charity secretary (if any) to give such notice.
- b) Notice of any director's meeting must indicate:
 - i. its proposed date and time;
 - ii. where it is to take place; and
 - iii. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- c) Notice of a directors' meeting must be given to each director, but need not be in writing
- d) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or which each eligible director has otherwise indicated agreement to in writing.
- e) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which

the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or any business conducted at it.

38. Participation in directors' meeting

- a) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting when:
 - i. the meeting has been called and takes place in accordance with the articles;
 - ii. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- b) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- c) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

39. Quorum for directors' meetings

- a) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than four, and unless otherwise fixed it is four.
- b) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - i. to appoint further directors, or
 - ii. to call a general meeting so as to enable the members to appoint further directors

40. Chairing of directors' meetings

- a) The directors may appoint a director to chair their meetings.
- b) The person so appointed for the time being is known as the chairman.
- c) The directors may terminate the chairman's appointment at any time.

- d) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

41. Casting Vote

- a) If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting has the casting vote.
- b) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

42. Validity of directors' decisions

- a) Subject to article 42(b), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
 - iv. the vote of that director; and
 - v. that director being counted in the quorum;

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

- b) Article 42 (a) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 42(a), the resolution would have been void, or if the director has not complied with article 8.

43. Records of decisions to be kept

The directors must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

44. Director's discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, make amendments, and about how such rules are to be recorded or communicated to directors.

45. Means of communication to be used

- a) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- b) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- c) A director may agree with the charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- d) Subject to the 2006 Act, a document or information may be sent or supplied by the charity to a person by being made available on a website.

46. Company seals

- a) Any common seal may only be used by the authority of the directors.
- b) The directors may decide by what means and in what form any common seal is to be used.
- c) Unless otherwise decided by the directors, if the charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- d) For the purposes of this article, an authorised person is:
 - i. any director of the charity;
 - ii. the charity secretary (if any); or
 - iii. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

47. Minutes

The directors must keep minutes of all:

- a) appointments of officers made by the directors;
- b) proceedings at meetings of the charity;
- c) meetings of the directors and committees of directors including:
 - i. the names of the directors present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

48. Accounts

The directors must keep accounting records as required by the Companies Act. Annual accounts and reports shall be prepared in accordance with charity and company law as applicable.

49. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the charity or any of its subsidiaries (other than a director or former director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the charity or that subsidiary.

50. Indemnity

- a) Subject to paragraph (2), a relevant director of the charity shall be indemnified against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- b) In this article a 'relevant director' means any director or former director of the charity.
- c) The charity may indemnify an auditor against any liability incurred by him:
 - i. in defending proceedings (whether civil or criminal) in which judgment is given in his - favour or he - is acquitted; or
 - ii. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court.

51. Insurance

- a) The directors may decide to purchase and maintain insurance, at the expense of the charity, for the benefit of any relevant director in respect of any relevant loss.
- b) In this article:
 - i. a “relevant director” means any director or former director of the charity or an associated company,
 - ii. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the charity.

52. Rules

- a) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- b) The bye laws may regulate the following matters but are not restricted to them:
 - i. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members and centres of the charity in relation to one another, and to the charity’s employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of the charity’s premises at any particular time or times or for any particular purpose or purposes;
 - iv. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - v. generally, all such matters as are commonly the subject matter of company or charity rules.
- c) The charity has the power to alter, add to or repeal the rules or bye laws.
- d) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

- e) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

53. Dissolution

- a) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - i. directly for the Objects; or
 - ii. by transfer to any charity or charities for purposes similar to the Objects; or
 - iii. to any charity or charities for use for particular purposes that fall within the Objects.
- b) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - i. directly for the Objects; or
 - ii. by transfer to any charity or charities for purposes similar to the Objects; or
 - iii. to any charity or charities for use for particular purposes that fall within the Objects.
- c) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Charities Commission.

54. Interpretation

In article 7, 'connected person' means:

- a) a child, parent, grandchild, grandparent, brother or sister of the director;

- b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;
- c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled –
 - i. by the director or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii. by two or more persons falling within sub-clause 4(a), when taken together
- e) a body corporate in which:
 - i. the director or any connected person falling within subclauses (a) to (c) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
 - iii. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.