

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
NATIONAL ASSOCIATION OF FLOWER ARRANGEMENT SOCIETIES 2003

Incorporated on 16 October 2003,
as amended by Special Resolutions
dated 20 January 2015 and 19 August 2021

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

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of

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Incorporated on 16 October 2003, as amended by Special Resolutions
dated 20 January 2015 and 19 August 2021

1 Name

The name of the company is also the name of the Charity, the National Association of Flower Arrangement Societies 2003

2 Definitions and Interpretation

2.1 In these Articles:

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|-------|---------------------|---|
| 2.1.1 | “Address” | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity; |
| 2.1.2 | “Act” | means the Companies Act 2006 |
| 2.1.3 | “Affiliated member” | means either a member of any club or society affiliated to an Area Association or a person who is not affiliated to a club or society but is to an Area Association or to the Charity itself (but for the avoidance of doubt such persons will have no powers or duties in respect of the Charity and shall have no voting rights); |
| 2.1.4 | Appointed Trustee | means a Trustee appointed in accordance with Article 17 |
| 2.1.5 | “Area Association” | means the group of clubs/societies within an area of the United Kingdom designated by the Charity from time to time which is affiliated to the Charity; |
| 2.1.6 | “Area Chairman” | means the person elected or otherwise appointed to the post of Chairman of an Area Association who may or may not be the Area Representative; |
| 2.1.7 | “Articles” | means the Charity’s Articles of Association; |

2.1.8	“Area Representative”	means the person elected or otherwise appointed by an Area Association to be a Voting Member of the Charity;
2.1.9	“Board”	means the Board of Trustees of the Charity;
2.1.10	“Charities Act”	means the Charities Act 2011;
2.1.11	“Charity”	means the charity National Association of Flower Arrangement Societies 2003;
2.1.12	“Chief Executive Officer”	means any person appointed to perform the duties of the Chief Executive Officer of the Charity;
2.1.13	“Clear Days”	means a 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;
2.1.14	“Commission”	means the Charity Commission for England and Wales;
2.1.15	“Communications”	means the same as in section 1168 of the Companies Act 2006;
2.1.16	“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
2.1.17	“Company”	means the charitable company, National Association of Flower Arrangement Societies 2003;
2.1.18	“Connected Person”	means any of the following: <ul style="list-style-type: none">a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Trustee;b) the spouse or civil partner of a Trustee or of any person in (a), including anyone living as the spouse or civil partner of any of the above;c) any person carrying on business in partnership with a Trustee or any person in a) to b) above;d) any institution which is controlled either by a Trustee alone or in combination with any one or more of the persons in a) to c) above;e) any body corporate in which a Trustee, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20%

of the share capital or more than 20% of the voting rights in the body corporate.

Any person who is a connected person in relation to any Trustee is referred to in these Articles as 'connected' to that Trustee;

- 2.1.19 "Co-opted Trustee" means a person appointed by the Board to be a Trustee pursuant to Article 15.2.2;
- 2.1.20 "Directors" means the Directors of the Company. The Directors are charity trustees as defined by section 177 of the Charities Act;
- 2.1.21 "Elected Trustee" means a person elected a Trustee under Article 16;
- 2.1.22 "Electronic Form" means as given in Section 1168 of the Act;
- 2.1.23 "Financial Benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- 2.1.24 "General Meeting" means a meeting of the Voting Members convened in accordance with Articles 11-12.
- 2.1.25 "Gold List members" includes;
Past Presidents
Past Chairmen
National Associates of Honour
Special Associates of Honour
- 2.1.26 "Honorary Patron" means the person appointed to that office in accordance with the Standing Orders;
- 2.1.27 "National Chairman" means the person referred to in Article 18.1.1;
- 2.1.28 "National Vice Chairman" means the person referred to in Article 18.1.2;
- 2.1.29 "National Advisory Council" means those persons specified or referred to in Article 30 acting in an advisory capacity;
- 2.1.30 "National Advisory Council Meeting" means a meeting of the National Advisory Council;
- 2.1.31 "National Officers" means the National Chairman and the National Vice-Chairman;
- 2.1.32 "Patron" means a person who is a Patron of the Charity;
- 2.1.33 "President" means the person elected to that office in accordance with the Standing Orders;

- 2.1.34 “Proxy” means a person (who need not be a member) authorised to attend, speak and vote on a Voting Member’s behalf at General Meetings. Such person shall be notified to the Charity in the form prescribed by the Charity in any notice of such General Meeting.
- 2.1.35 “Quorate/Quorum” is the minimum number of persons that must be present at a meeting to make the proceedings of that meeting valid;
- 2.1.36 “Secretary” means any person appointed to perform the duties of the Secretary of the Charity;
- 2.1.37 “Special Appointments” means those persons appointed by the Board to undertake special roles pursuant to Article 22.8;
- 2.1.38 “Standing Committee” means an advisory committee appointed by the Board pursuant to the powers given to it in Article 22.8;
- 2.1.39 “Standing Committee Chairman” means the Chairman of a Standing Committee;
- 2.1.40 “the United Kingdom” means Great Britain and Northern Ireland;
- 2.1.41 “Voting Member” means;
- a) a member of the Charity who as an Area Representative has been elected or otherwise appointed pursuant to Article 10.
 - b) an Elected or Appointed Trustee, pursuant to Articles 16 and 17.
- 2.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form of whatsoever kind.
- 2.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Charity.
- 2.4 Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.5 All words importing the single number shall include the plural and vice versa and words importing the feminine gender shall include the masculine.

3 Objects

3.1 The purposes of the Charity (“the Objects”) are:

- 3.1.1 to advance public education in the art of floral art and design and related subjects; and
- 3.1.2 to further any other charitable purpose or purposes.

4 Powers

4.1 In furtherance of the Objects, but not further or otherwise, the Charity shall have power:

- 4.1.1 to accept a transfer of the property, assets, undertaking, functions, responsibilities and liabilities of any organisation where such transfer shall assist the realisation of the Objects;
- 4.1.2 to act as trustee of any trust comprising real or personal estate and which, in the opinion of the Charity, is calculated to further the aims and the Objects and as such trustee to carry out such trusts on the terms and conditions imposed in the instrument creating the same;
- 4.1.3 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 4.1.4 to hold national and international exhibitions, competitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 4.1.5 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 4.1.6 to procure supervise and regulate through accredited national instructors and adjudicators, competent and qualified Judges, Demonstrators and Speakers; to monitor Teachers; to maintain accurate records of them; and to liaise with them by any appropriate means;
- 4.1.7 to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the Objects and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.1.8 to erect, maintain, improve, or alter any buildings for the time being belonging to the Charity with a view to furthering the Objects;

- 4.1.9 to issue appeals, hold public meetings, establish subscription arrangements and support groups and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, grants, subscriptions or otherwise;
- 4.1.10 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.1.11 to borrow or raise money for the purposes of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit including making reasonable charges for any services it may provide provided that the Charity shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects;
- 4.1.12 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any purpose of the Charity;
- 4.1.13 to lend money and give credit to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or persons as may be necessary for the work of the Charity;
- 4.1.14 to establish or promote any other company (not constituted for purposes of profit) having objects similar, wholly or partly, to those of the Charity, or the promotion of which shall be in any manner calculated to advance directly or indirectly the Objects;
- 4.1.15 to purchase or form trading companies alone or jointly with others;
- 4.1.16 to carry on trade insofar as either the trade is exercised in the course of effecting one or more of the Objects;
- 4.1.17 to establish develop and maintain links and to exchange information with other bodies at local, national and international level (including (but not by way of limitation) national and international affiliates, horticultural allied trades and other bodies) in order to promote the Objects;
- 4.1.18 to invest the money of the Charity not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner, and subject as provided below;
- 4.1.19 to make any charitable donation either in cash or assets for the furtherance of the Objects;
- 4.1.20 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.21 to delegate the management of investments to a financial expert but only on terms that the investment policy is set down in writing for the financial expert (meaning a person who is reasonably believed by the Board to be qualified to give advice in relation to investments by reason of his ability in and practical

experience of financial and other matters relating to investments) by the Board; that every transaction is reported promptly to the Board; that the performance of the investments is reviewed regularly with the Board; that the Board shall be entitled to cancel the delegation arrangement at any time; that the investment policy and the delegation arrangements are reviewed at least once a year; that 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 Board on receipt; and that the financial expert must not do anything outside the powers of the Board;

- 4.1.22 to arrange for investments or other property of the company to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.1.23 to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Charity;
- 4.1.24 to enter into arrangements with any body of persons whether corporate or unincorporate formed for all or any of the Objects or for any purpose analogous thereto with a view to the promotion of the Objects and to contribute to or receive contributions from the funds of any such body upon such terms and conditions as the Charity may think proper, subject nevertheless to the provisions of these Articles;
- 4.1.25 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects;
- 4.1.26 to obtain any act of Parliament or other order or authority which will assist the Charity to carry the Objects into effect or to promote support or oppose legislative or other measures or proceedings or to petition the Crown Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 4.1.27 to insure and arrange insurance cover of every kind and nature in respect of the Charity its property and assets and in respect of and for the purpose of providing indemnity for itself, its Trustees, officers and voluntary workers and its members from and against all risks directly or indirectly incurred in the course of the Charity's activities and in the performance of their duties by such Trustees, officers, voluntary workers and members as may be thought fit;
- 4.1.28 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 4.1.29 to appoint, employ or otherwise engage, train and dismiss such staff, officers and other persons as the Trustees think fit and are considered necessary for the attainment of the Objects, and to fix and pay the remuneration of all or any such persons for their services and, where necessary, to terminate any such employment on such terms as the Trustees may decide and which is within

their power to agree. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 6.

- 4.1.30 subject to the provisions of Article 6, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees (not being Trustees of the Charity) for the time being of the Charity or their dependants in accordance with current company policy;
- 4.1.31 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies or companies, or social enterprises or voluntary bodies with similar charitable purposes;
- 4.1.32 to make such rules, regulations, standing orders and bye-laws as are necessary in the opinion of the Board, to the efficient running of the Charity.
- 4.1.33 To do all such other lawful things as are incidental to or conducive to the attainment of the Objects or any of them.

5 Application of income and property

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Trustees of the Charity, provided that nothing shall prevent any payment in good faith by the Charity;
 - 5.1.1 of reasonable and proper remuneration to any Voting Member, member, officer or agent of the Charity for any services rendered to the Charity;
 - 5.1.2 a Voting Member, member, officer or agent of the Charity is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred when acting on behalf of the Charity;
 - 5.1.3 of reasonable and proper rent for premises demised or let by any Voting Member or by any Trustee or connected person;
 - 5.1.4 to any Trustee of out-of-pocket expenses;
 - 5.1.5 a Trustee 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 or
 - 5.1.6 a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 4.1.28.
- 5.2 A Trustee may not receive any other benefit or payment unless it is authorised by Article 6.

5.3 Subject to Article 6, none 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 Voting Member of the Charity. This does not prevent a Voting Member who is not also a Trustee receiving:

- 5.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 5.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

6 Benefits and payments to Charity Trustees and connected persons

6.1 General provisions

No Trustee, or connected person may:

- 6.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the Charity;
- 6.1.3 be employed by, or receive any remuneration from the Charity;
- 6.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by Article 6.2, or authorised by the court or the Commission.

6.2 Scope and powers permitting Trustees; or connected persons; benefits

- 6.2.1 a Trustee, 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 Trustees do not benefit in this way.
- 6.2.2 a Trustee, 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.
- 6.2.3 a Trustee, 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.

7 Declaration of Trustees' interests

A Trustee must declare the nature and extent of any interest, direct or indirect, which they have 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 Trustee must absent themselves from any discussions of the Board of Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

8 Conflicts of interests and conflicts of loyalties

8.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply;

8.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

8.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

8.1.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

8.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

9 Limited liability

The liability of the Voting Members is limited to a sum not exceeding £10, being the amount that each Voting Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Voting Member, or within one year after they cease to be a Voting Member, for:

9.1 payment of the Charity's debts and liabilities incurred before they cease to be a Voting Member;

9.2 payment of the costs, charges and expenses of winding up, and

9.3 adjustment of the rights of the contributories among themselves.

10 Voting Members

10.1 The Voting Members of the Charity are made up of the following:

10.1.1 The current Area Representatives; and

10.1.2 The current Trustees of the Charity

- 10.2 Individual Affiliated membership carries with it no voting rights.
- 10.3 The Area Representatives, each of whom shall have been elected, nominated or otherwise chosen or appointed by one of the Area Associations, shall have full power and authority to speak and vote on behalf of that Area Association at all general meetings of the Charity. Their name and contact details shall have been notified in writing to the Charity forthwith upon their election or other appointment to the post of Area Representative. In the event that an Area Representative is unable to attend a meeting, the relevant Area Association shall appoint another person to attend and vote in their place, having first given notice thereof to the chairman of the meeting.
- 10.4 An Area Association may cease to be a body entitled to be represented by a Voting Member of the Charity by giving not less than 12 months' notice of its intention.
- 10.5 The Charity reserves the right to request a replacement Area Representative if the Trustees reasonably determine that this is in the best interests of the Charity. This in no way affects the right of the Area Association to appoint a replacement Area Representative and to exercise any rights in respect of the Charity contained in Article 10.3 above, or in any other provision of these Articles.
- 10.6 As a condition of the membership of its Area Representative, each Area Association shall collect and pass to the Charity affiliation fees paid to the affiliated clubs by their members, by 31 December in the year preceding that to which the fee relates. The affiliation fee shall be determined by the Board.
- 10.7 The Charity must keep a register of names and addresses of the Voting Members.

11 General meetings

- 11.1 The Charity shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All general meetings other than Annual General Meetings shall simply be called General Meetings.
- 11.2 The Board may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened by the Board on receiving such requisition, or, in default, may be convened by such requisitionists, as provided by section 303 of the Act. The Board is required to call a General Meeting once it has received requests to do so from Voting Members who represent at least 5% of the total voting rights of all the Voting Members having a right to vote at General Meetings.
- 11.3 If at any time there are not within the United Kingdom sufficient Trustees to form a quorum, any Trustee, or any two Voting Members of the Charity may convene a

General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

12 Notice of general meetings

- 12.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing or by electronic communication. Other meetings shall be called by at least 21 clear days' notice in writing or by electronic communication. The notice shall specify the place, the day and the hour of meeting and contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Act. In the case of special business, the general nature of that business shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Charity in general meeting, to such persons as are entitled to receive such notices, provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:
- 12.1.1 in the case of the Annual General Meeting, by not less than 90% of the Voting Members entitled to attend and vote; and
 - 12.1.2 in the case of any other meeting, by a majority of the Voting Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights of all the Voting Members.
- 12.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13 Proceedings at general meetings

- 13.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors and the appointment of, and the fixing of the remuneration of, the auditors.
- 13.2 No business shall be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business; a minimum of 50% of Voting Members present in person or by proxy shall be a quorum. If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
- 13.3 The President shall chair every general meeting of the Charity. In their absence the National Chairman shall act as chairman. If at any meeting neither the President nor the National Chairman is present within 10 minutes after the time appointed for the holding of the meeting, or if neither the President nor the National Chairman is willing to act, the National Vice-Chairman shall act as chairman. If none of the

President, National Chairman or National Vice-Chairman are able to attend or willing to act, the Trustees present shall elect one of their number to chair the meeting.

- 13.4 If at any meeting no Trustee is willing to act as chairman, or if no Trustee is present within 10 minutes after the time appointed for the holding of the meeting, the Voting Members present shall choose one of their number to chair the meeting.
- 13.5 The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.6 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands of those Voting Members who are entitled to vote and are present.
- 13.7 A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.8 In the case of an equality of votes, the chairman of the meeting shall not be entitled to a casting vote and the related resolution shall be deemed to have been defeated.
- 13.9 A General Meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all other participants and may clearly indicate their vote on a resolution.
- 13.10 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 13.10.1 a copy of the proposed resolution has been sent to every eligible Voting Member;
 - 13.10.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - 13.10.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- 13.11 A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

14. Votes of Members

Every Voting Member shall have one vote at all meetings of the Charity.

15. Board

- 15.1 The Trustees shall be the Trustees of the Charity and Directors of the Company for the purpose of the Act.

- 15.2 The following provisions shall apply to the composition of the Board:

- 15.2.1 There shall be a minimum of 7 Trustees and a maximum of 10 Trustees, comprising:

15.2.1.1 All or any National Officers elected by the Trustees;

15.2.1.2 A minimum of 5 Trustees elected by the Voting Members, in accordance with Articles 16.1.1 and 16.1.2;

15.2.1.3 Other Trustees appointed by the Trustees, who shall qualify by reason of their skills and experience, provided that any maximum number of Trustees in Article 15.2.1 shall not be exceeded.

- 15.2.2 The Board may co-opt persons as necessary to fill casual vacancies among the Trustees, provided that the total number of Trustees shall not exceed ten. Any person so appointed shall enjoy full voting rights and shall hold office until the next Annual General Meeting.

- 15.3 All Trustees of the Charity must be fully paid up Affiliated members of the Charity.

16. Elected Trustees

- 16.1 The following persons shall be eligible for election to the Board by the Voting Members;

16.1.1 serving Area Chairmen, Area Representatives, Standing Committee Chairmen and members of Standing Committees and Special Appointments who are all due to retire at the next Annual General Meeting; and

16.1.2 past Area Chairmen, Area Representatives, Standing Committee Chairmen and members of Standing Committees and Special Appointments who have all been out of office for not more than five years.

- 16.2 The names of those persons eligible to be candidates in accordance with 16.1 above shall be listed and the list distributed to each of the Voting Members by a date

specified by the Board. Voting Members shall then be authorised to nominate a person or persons from the list, for the position of Trustee, having first obtained that person's written consent and shall notify the Secretary in writing of that nomination by a date specified by the Board. The Secretary shall then send a ballot paper to each of the Voting Members, along with a curriculum vitae, completed application form and personal statement in respect of each of the persons nominated.

- 16.3 Each of the Voting Members shall have as many votes as there are vacancies to be filled, but not more than one vote shall be given to any one candidate. On behalf of the Area Association they represent, each Voting Member shall give one vote for each of the persons they wish to elect to the vacant positions of Trustee and shall return the ballot paper in an envelope marked "Trustees Ballot" to the Secretary of the Charity at its headquarters by no later than fourteen days prior to the Charity meeting at which the result is to be announced. Each ballot paper shall be signed by the Voting Member and by an officer of their Area Association.
- 16.4 The envelopes shall be opened at the general meeting, the votes shall be counted by two independent tellers and the results announced and the Board informed.
- 16.5 The candidates who have obtained the largest number of votes shall be elected. If two or more candidates have obtained the same number of votes, they shall all be elected unless the number of Trustees would thereby exceed the maximum number of Trustees in Article 15.2.1, in which case as between those persons with the same number of votes there shall be a further ballot of the Voting Members at the general meeting to determine who shall be elected. If this further ballot is inconclusive, the chairman shall have a casting vote.
- 16.6 Trustees shall not represent their Area Association at general meetings, nor at meetings of any Standing Committee or sub-committee.
- 16.7 Elected Trustees shall serve for a term of three years and may be re-elected for a further term of three years.

17 Appointed Trustees

- 17.1 Subject to any maximum in Article 15.2.1, the Trustees may appoint any persons who shall qualify by reason of their skills and experience, provided that they are an Affiliated member of the Charity.
- 17.2 Appointed Trustees shall serve for a term of three years and may be re-appointed for a further term of three years.

18 National Officers

- 18.1 The National Officers shall comprise:
 - 18.1.1 the National Chairman; and
 - 18.1.2 the National Vice Chairman-

- 18.2 The National Officers shall be appointed by the Board by a simple majority vote at a quorate meeting. Such appointment may be revoked at any time.
- 18.3 The National Officers shall serve for a period of up to three years in their respective posts and may be re-elected.

19. Disqualification, vacation of office and removal of National Officers or Trustees

- 19.1 The office of National Officer or Trustee (whether Elected, Appointed or Co-Opted) shall be vacated if the National Officer or Trustee:
 - 19.1.1 becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 19.1.2 becomes prohibited from being;
 - 19.1.2.1 a Director by reason of any provision in the Companies Acts or is prohibited by law from being a Director;
 - 19.1.2.2 a charity trustee by reason of any order made under section 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);
 - 19.1.3 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 19.1.4 resigns their office by written notice to the Charity (provided that sufficient Trustees will remain in office to satisfy the quorum when the notice of resignation is to take effect);
 - 19.1.5 ceases to be an Affiliated member of the Charity;
 - 19.1.6 is absent from all Board meetings without leave for one year and the Board resolves that the office be vacated;
 - 19.1.7 is in breach of any agreed Code of Conduct for Trustees;
 - 19.1.8 is requested in writing to resign by the current Trustees, having passed a resolution at a quorate and duly convened meeting of the Board; or
 - 19.1.9 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of their interest as required by section 177 of the Act.
- 19.2 The Charity may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Act, remove any Trustee before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.

- 19.3 Subject to Article 15.2.2, the Board may co-opt another person in place of a Trustee removed under Article 19.2.
- 19.4 A Trustee shall not vote in respect of any contract in which they are interested or any matter arising out of it, and, if they do so vote, the vote shall not be counted, save in respect of a policy of insurance which indemnifies them from and against all such risks incurred in the course of performance of their duties, provided such policy of insurance is appropriate, on reasonable terms and complies with the requirements of paragraph 4.1.28 of the Articles of the Charity.

20 Retirement of Trustees

- 20.1 A person retiring from the office of Trustee (whether Elected, Appointed or Co-Opted) shall be eligible for re-election for a further term of three years.
- 20.2 No person shall serve as Trustee for more than six years. This may be extended in exceptional circumstances at the discretion of, and subject to any conditions imposed by, the Trustees.

21 Powers and duties of the Board

- 21.1 The business of the Charity shall be managed by the Board who may exercise all such powers of the Charity as are not required to be exercised by the Charity in general meeting including (but not by way of limitation) the powers to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Charity in general meeting; but no such requirement shall invalidate any prior act of the Board which would have been valid if that requirement had not been made.
- 21.2 All cheques and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
- 21.3 The Board shall cause minutes to be made and records (with copies where appropriate) to be kept:
- 21.3.1 of all appointments by the Board;
 - 21.3.2 of the names of the Trustees present at each Board meeting;
 - 21.3.3 of all resolutions and proceedings at all meetings of the Charity, and of the Board;
 - 21.3.4 of all reports of Standing Committees and Sub-Committees; and
 - 21.3.5 of all professional advice obtained.

22 Proceedings of the Board

- 22.1 The Board shall meet at least four times a year.
- 22.2 The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of Trustees present and voting on the question. ('Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.) In the case of an equality of votes, the chairman shall have a second or casting vote whether they have or have not voted previously on the same question, but no Trustee in any other circumstances shall have more than one vote. The Chairman may, and the Secretary on the request of any two Trustees shall, at any time summon a Board meeting upon not less than four days' notice being given to the other Trustees of the matters to be discussed. It shall not be necessary to give notice of a Board meeting to any Trustee for the time being absent from the United Kingdom.
- 22.3 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 22.4 The quorum necessary for the transaction of the business of the Board shall be a minimum of 50% of the Trustees.
- 22.5 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 22.6 The National Chairman shall be the Chairman of the Board. In their absence the National Vice Chairman shall chair a meeting or meetings of the Board; but if at any meeting none of the National Officers is present within ten minutes after the time appointed for holding the same, the Trustees present shall choose one of their number to chair the meeting;
- 22.6.1 In the event of there being no National Officers, the Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 22.6.2 If no-one has been appointed to chair meetings of the Trustees, or if the person appointed is unwilling to preside, or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 22.6.3 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to them by the Trustees.
- 22.7 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees, and to vote upon the resolution, shall

be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

- 22.7.1 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
- 22.8 The Board may appoint Standing Committees and Sub-Committees and Special Appointments to act in an advisory capacity and may at any time revoke such appointments. Any such Standing Committee or Sub-Committee or Special Appointment shall conform to any regulations that may be imposed on it by the Board and in particular (but without limitation) no such Standing Committee or Sub-Committee or Special Appointment shall have authority to incur expenditure save in accordance with a budget previously agreed with the Board.
- 22.9 The members of each Committee may, with the approval of the Board, appoint such persons, not being Trustees, as they think fit to be members of that Committee.
- 22.10 The Chairman of each Committee shall be appointed by the Board.
- 22.11 If at any Committee meeting the Chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 22.12 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.
- 22.13 All acts and proceedings of Committees shall be reported to the Board fully and promptly.
- 22.14 All acts done by any meeting of the Board or of a committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as a Trustee, or that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
- 22.15 All Trustees shall be entitled to be interested in and benefit from all or any of the contracts of insurance referred to in Article 4.1.28 of the Articles of the Charity and no Trustee shall be prevented from acting in that capacity merely by reason of that interest.
- 22.16 The Trustees must not be paid any remuneration unless it is authorised by Article 6;

23 Secretary

- 23.1 The Board may appoint a Secretary of the Charity for such term, at such remuneration, and on such conditions as the Board may think fit; and any Secretary so appointed may be removed by it.

- 23.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

24. Chief Executive Officer

- 24.1 The Board may appoint a Chief Executive Officer of the Charity for such term, at such remuneration, and on such conditions as the Board may think fit; and any Chief Executive Officer so appointed may be removed by it.
- 24.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Chief Executive Officer shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Chief Executive Officer.

25 Accounts

- 25.1 The Board must ensure that for each financial year accounts are prepared as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 25.2 The Board must ensure accounting records are kept as required by the Companies Acts.

26 Trustees Annual Report and Return and Register of Charities

- 26.1 The Board must comply with the requirements of the Charities Act with regard to the:
- 26.1.1 transmission of a copy of the statements of account to the Registrar of Companies;
 - 26.1.2 submission of all required financial information to the Commission;
 - 26.1.3 preparation of a Trustees Annual Report and the transmission of a copy of it to the Commission and The Registrar of Companies;
 - 26.1.4 preparation of an Annual Return and its transmission to the Commission.
- 26.2 The Board must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 26.3 Accounting records relating to the Charity shall be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Voting Members if the Trustees so decide.

- 26.4 A copy of the Company's latest available statement of account shall be supplied on request to any Trustee or Voting Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

27 Audit

Auditors shall be appointed at the Annual General Meeting and their duties regulated in accordance with the Companies Acts.

28 Notices/Means of Communication to be used

- 28.1 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 Act 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.

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

- 28.2 Any notice to be given to or by any person pursuant to the Articles:

28.2.1 must be in writing; or

28.2.2 must be given in electronic form.

- 28.3. The Charity may give any notice to a Voting Member either:

28.3.1 personally; or

28.3.2 by sending it by post in a prepaid envelope addressed to the Voting Member at his or her address; or

28.3.3 by leaving it at the address of the Voting Member; or

28.3.4 by giving it in electronic form to the Voting Member's e-mail address;
or

28.3.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Charity meeting and must specify the place date and time of the meeting.

- 28.4 A Voting Member who does not register an address with the Charity, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Charity.

- 28.5 A Voting Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 28.5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 28.5.2 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.
- 28.5.3 In accordance with section 1147 of the Act, notice shall be deemed to be given:
- 28.5.3.1 48 hours after the envelope containing it was posted; or
- 28.5.3.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 28.6 Notice of every general meeting shall be given in any manner authorised by these Articles to:
- 28.6.1 every Voting Member except those Voting Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them; and
- 28.6.2 the auditor for the time being of the Charity.
- 28.7 The following persons are entitled to receive notice of and attend, but not to vote at, every general meeting of the Charity.
- 28.7.1 the President; and
- 28.7.2 Standing Committee Charman; and
- 28.7.3 Special Appointments; and
- 28.7.4 Gold List Members.
- 28.8 The Board may invite any person to attend but not to vote at a meeting of the Charity.
- 28.9 No person other than those specified in Articles 28.6, 28.7 and 28.8 shall be entitled to receive notices of general meetings.

29 Rules, byelaws or standing orders

- 29.1 The Board may from time to time make such rules, byelaws or standing orders as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of

membership of either the Charity or any group established to support the Charity, and in particular but without prejudice to the generality of the above, it may by such rules, byelaws or standing orders regulate:

- 29.1.1 the admission and classification of membership of the Charity and the rights and privileges of such Voting Members and Affiliated members, and the conditions of membership and the terms on which Voting Members and Affiliated members may resign or have their membership terminated;
 - 29.1.2 the conduct of Voting Members and Affiliated members in relation to one another, and to the Charity's employees and volunteers;
 - 29.1.3 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;
 - 29.1.4 the procedure at general meetings and meetings of the Board and Committees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
 - 29.1.5 the composition and procedure of the National Advisory Council; and
 - 29.1.6 generally all such matters as are commonly the subject matter of such company rules.
- 29.2 The Charity in general meeting shall have power by special resolution to alter or repeal the rules, byelaws or standing orders and to make additions to them, and the Board shall adopt such means as it deems sufficient to bring to the notice of Voting Members and Affiliated members or support groups all such rules, byelaws or standing orders which, so long as they shall be in force, shall be binding on all Voting Members and Affiliated members or such support groups, provided nevertheless that no rule, byelaw or standing order shall be consistent with, or shall affect or repeal anything contained in the Articles of the Charity.

30 National Advisory Council

- 30.1 The National Advisory Council shall hold office from the end of each Annual General Meeting.
- 30.2 The membership of the National Advisory Council shall comprise those persons specified in the Standing Orders.
- 30.3 The National Advisory Council shall represent the Affiliated members and shall act as an advisory body and as a forum for the exchange of views and information between the Board and the Affiliated members.

31 Disputes

If a dispute arises between Voting Members, Affiliated members and Elected Officers of the Charity about the validity or propriety of anything done by the aforementioned under these

Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32 Dissolution

32.1 The Voting 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.

32.1.1 directly for the Objects; or

32.1.2 by transfer to any charity or charities for purposes similar to the Objects;
or

32.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

32.2 Subject to any such resolution of the Voting Members of the Charity, the Trustees 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:

32.2.1 directly for the Objects; or

32.2.2 by transfer to any charity or charities for purposes similar to the Objects;
or

32.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

32.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Voting Members of the Charity and, if no resolution in accordance with Article 32.1 or 32.2 is passed by the Voting Members, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

33 Headings

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.