

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

British Society for Heart Failure

Company No: 03767312



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Articles of Association of British Society for Heart Failure

Company No: 03767312

INTERPRETATION

1. **Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. **Objects**

2.1 The objects of the Company are:

2.1.1 To increase knowledge and promote research about the diagnosis, causes, management and consequences of heart failure amongst healthcare professionals, with the intention of delaying or preventing the onset of heart failure and improving care for patients with heart failure;

2.1.2 To provide expert advice to healthcare professionals, patient or government organisations, including the National Health Service, when appropriate and as requested.

3. **Powers**

3.1 To further its objects the Company may:

3.1.1 provide and assist in the provision of money, materials or other help;

3.1.2 organise and assist in the provision of conferences, public meetings, courses of instruction, exhibitions, lectures and other educational activities;

3.1.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.1.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.1.5 provide or procure the provision of counselling and guidance;

3.1.6 provide or procure the provision of advice;

3.1.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations

provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;

- 3.1.8 to co-operate and enter into arrangements with any authorities national local or otherwise;
- 3.1.9 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.10 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.11 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit (in exercising this power the Company must comply as appropriate with the Charities Act 2011);
- 3.1.12 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Company must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.13 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.14 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.15 arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.16 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.17 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.18 accept (or disclaim) gifts of money and any other property;
- 3.1.19 raise funds by way of subscription, donation or otherwise;
- 3.1.20 trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.21 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.22 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.23 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.1.24 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Company's objects);
- 3.1.25 undertake and execute charitable trusts;
- 3.1.26 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Company, including (without limitation) by creating permanent endowment;
- 3.1.27 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.28 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.29 pay out of the funds of the Company the costs of forming and registering the Company;
- 3.1.30 establish where necessary local branches (whether autonomous or not);
- 3.1.31 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 3.1.32 to pay out of the funds of the Company the cost of any premium of any insurance or indemnity to cover the liability of the Committee (or any of them) which by virtue of any rule or law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the Committee (or any of them); and
- 3.1.33 do all such other lawful things as may further the Company's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles 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 members of the Company and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing shall prevent any payment in good faith by the Company:
 - 4.1.1 of reasonable and proper remuneration to any member officer or servant of the Company not being a member of the Board for any services rendered to the Company;
 - 4.1.2 of interest on money lent by any member of the Company or of its Board at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that Board or 3% whichever is the greater;

- 4.1.3 of reasonable and proper rent for premises let by any member to the Company or of its Board;
- 4.1.4 of fees remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than one-hundredth part of the capital of that company; and
- 4.1.5 to any member of its Board of out-of-pocket expenses.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - 5.1.1 payment of the Company's debts and liabilities contracted before he, she or it ceases to be a member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8. Members' reserve power

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

9. **Chair**

9.1 The Chair is appointed in accordance with Article 42 and must have previously served at least one Term in office as a member of the Board appointed in accordance with Article 42.

9.2 The Chair must serve such term of office as set out in Article 25.4.

9.3 The Chair may be removed from office in accordance with Article 27.1.7

10. **Directors may delegate**

10.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

10.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.

10.3 Any delegation by the Directors may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

10.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

10.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

10.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

11. **Committees**

11.1 In the case of delegation to committees:

11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

11.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

11.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

- 11.1.4 the Directors may elect a chair of its committee meetings; if no such chair is elected, or, if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting;
- 11.1.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 11.1.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

12. **Delegation of investment management**

- 12.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:
 - 12.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;
 - 12.1.2 timely reports of all transactions are provided to the Directors;
 - 12.1.3 the performance of the investments is reviewed regularly with the Directors;
 - 12.1.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 12.1.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 12.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - 12.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

13. **Rules or byelaws**

- 13.1 The Directors may from time to time make, repeal or alter such rules or byelaws as they think fit as to the management of the Company and its affairs. The rules and byelaws shall be binding on all members of the Company. No rule or byelaw shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 13.2 The rules or byelaws may regulate the following matters but are not restricted to them:
 - 13.2.1 the duties of any officers or employees of the Company;
 - 13.2.2 the admission of members of the Company and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 13.2.3 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

- 13.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);
 - 13.2.5 the procedure at general meetings and committee meetings;
 - 13.2.6 any of the matters or things within the powers or under the control of the Directors; and
 - 13.2.7 generally, all such matters as are commonly the subject matter of company rules.
- 13.3 The Company in general meeting has the power to alter, add to or repeal the rules or byelaws and to make additions to them, and the Board shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws.

DECISION-MAKING BY DIRECTORS

14. Directors to take decisions collectively

- 14.1 Any decision of the Directors must be either:
 - 14.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 19); or
 - 14.1.2 a unanimous decision taken in accordance with Article 20.

15. Calling a Directors' meeting

- 15.1 One Director may (and the Secretary, if any, must at the request of a Director) call a Directors' meeting.
- 15.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
 - 15.2.1 all the Directors agree; or
 - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Notice of Directors' meetings must be given to each Director.
- 15.4 Every notice calling a Directors' meeting must specify:
 - 15.4.1 the place, day and time of the meeting;
 - 15.4.2 the general nature of the business to be considered at such meeting; and
 - 15.4.3 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.
- 15.5 Notice of Directors' meetings need not be in Writing.
- 15.6 Article 50 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

16. Participation in Directors' meetings

16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

16.3 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.

17. Quorum for Directors' meetings

17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 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 one-third of the total number of Directors, whichever is the greater.

17.3 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:

17.3.1 to appoint further Directors; or

17.3.2 to call a general meeting so as to enable the members to appoint further Directors.

18. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Unanimous decisions without a meeting

20.1 A decision is taken in accordance with this Article 20 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on

this Article to make a decision if one or more of the Directors has a conflict of interest which, under Article 21, results in them not being entitled to vote.

- 20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 20.3 A decision which is made in accordance with this Article 20 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 20.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Directors;
- 20.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 20.3;
- 20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 20.3.4 the Recipient must prepare a minute of the decision in accordance with Article 54.1.

21. **Director interests and management of conflicts of interest**

Declaration of interests

- 21.1 Unless Article 21.2 applies, a Director must declare the nature and extent of:
- 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
- 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.
- 21.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

- 21.3 If a Director’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 21.4 If a Director’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or

she may participate in the decision-making process and may be counted in the quorum and vote unless:

- 21.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
 - (a) any benefit received in his, her or its capacity as a beneficiary of the Company (as permitted under 4.1) and which is available generally to the beneficiaries of the Company;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.32;
 - (c) payment under the indemnity set out at Article 6; and
 - (d) reimbursement of expenses in accordance with Article 4.1.5; or
- 21.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 21.5.
- 21.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:
 - 21.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
 - 21.5.2 not be counted in the quorum for that part of the process; and
 - 21.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Company

- 21.6 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:
 - 21.6.1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - 21.6.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

22. Register of Directors' interests

The Directors must ensure a register of Directors' interests is kept.

23. **Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. **Number of Directors**

24.1 There shall be at least five and a maximum of ten Directors.

24.2 The Board shall be comprised as follows:

24.2.1 Chair

24.2.2 Past Chair (who shall take up the position of Past Chair after leaving the office of Chair);

24.2.3 Chair-Elect (who shall take over the position of Chair when the current Chair leaves office and must have served as an elected Director for a minimum of two years prior);

24.2.4 Deputy Chair;

24.2.5 Treasurer;

24.2.6 up to three Councillors; and

24.2.7 up to two Co-opted Directors.

24.3 The Company may from time to time by ordinary resolution increase or reduce the number of Board members.

25. **Election, retirement and re-election of Directors**

25.1 The Board shall consist of voting members of the Company who shall be elected to the Board by the members of the Company in accordance with Article 42 except in the case of Co-opted Directors who are appointed in accordance with Article 26.

25.2 Each of the Directors shall take their position on the Board for a period of two years (the "Term") after which they shall retire from their respective positions on the Board.

25.3 If the Company at the meeting at which a Councillor retires having completed their first Term by virtue of Article 25.1 does not fill the vacancy, the retiring Councillor will, if willing to act, be deemed to have been reappointed for a further Term unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Councillor is put to the meeting and lost.

25.4 After one Term in office, the Chair shall be replaced without further election by the Chair-Elect and shall take up the position of Past Chair for one Term, after which he or she may not be re-elected to any position on the Board until after a further Term has passed. Members of the Board shall be elected to the remaining positions by the members in accordance with Article 42.

25.5 Councillors shall take their position on the Board for a maximum period of two Terms. After two Terms in office as a Councillor, a Board member may not be re-elected as a Councillor, but must retire from the Board for a period of one Term before they will be eligible for re-election as a Councillor. They may be immediately re-elected to the Board in another position in accordance with Article 42.

25.6 The Deputy Chair and Treasurer shall take their position on the Board for a maximum of one Term. After one Term in office as Deputy Chair or Treasurer, the Deputy Chair or Treasurer shall retire from his or her respective position on the Board. They may be immediately re-elected to the Board in another position for a further Term in accordance with Article 42.

25.7 Retiring Directors are eligible for re-election after one Term following their retirement has lapsed.

25.8 A Director who retires at an annual general meeting and who is not reappointed shall retain office until either:

25.8.1 the meeting appoints someone in his or her place; or

25.8.2 (if no one is appointed in his or her place) until the end of the meeting.

26. **Co-opted Directors and casual vacancies on the Board**

26.1 To ensure that all areas relating to heart failure are represented, the Board may from time to time co-opt the Chair of the BSH Heart Failure Nurse Forum or any person with relevant expertise to become a Co-opted Director. The Board may also from time to time co-opt any other person as a Co-opted Director.

26.2 A Co-opted Director appointed in accordance with Article 26.1 shall be appointed for an initial term of two years (to expire on the second anniversary of the annual general meeting following his or her appointment) and shall be eligible for re-appointment by the Board for a further two year term.

26.3 The Board may from time to time co-opt any member as a member of the Board to fill a casual vacancy. Any member of the Board so appointed shall retain office only until the end of the relevant Term of office on the Board but shall then be eligible for election in one of the roles detailed in Article 24.2.

26.4 The Board may appoint a number of observers determined at the discretion of the Board. The observers may, at the absolute discretion of the Board, attend meetings of the Board but they shall not have any right to vote at a meeting of the Board.

27. **Disqualification and removal of Directors**

27.1 A Director shall cease to hold office if:

27.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

27.1.2 he or she dies;

- 27.1.3 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - 27.1.4 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
 - 27.1.5 notification is received by the Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least four Directors will remain in office when such resignation has taken effect);
 - 27.1.6 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
 - 27.1.7 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
 - 27.1.8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors.
- 27.2 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under these Articles.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Becoming a member

- 28.1 The members of the Company shall be the subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership by the Directors in accordance with the Articles.
- 28.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Company unless:
 - 28.2.1 that person has applied for membership in a manner approved by the Board; and
 - 28.2.2 the Board has approved the application.

29. Termination of membership

- 29.1 Membership is not transferable.

- 29.2 A member shall cease to be a member:
- 29.2.1 if the member, being an individual, dies;
- 29.2.2 if the Company receives written notice of his or her intention to resign, on the 31 December in the year the notice is received, unless the member requests otherwise in the notice;
- 29.2.3 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid for more than a set period from the date fixed for payment by the Board. The period shall be set by the Board from time to time; or
- 29.2.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Company is passed by the votes of at least two thirds of those present. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him, her or it.

30. **Categories of membership**

- 30.1 Subject to Article 30.2, the Directors may establish such different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 30.2 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

ORGANISATION OF GENERAL MEETINGS

31. **Annual general meetings**

The Company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

32. **Other general meetings**

- 32.1 The Directors may call a general meeting at any time.
- 32.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

33. **Length of notice**

- 33.1 All general meetings must be called by either:
- 33.1.1 at least 14 Clear Days' notice; or

33.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 95% of the total voting rights at that meeting of all the members.

33.2 Annual general meetings must be called by at least 21 days' notice in writing; or

33.2.1 shorter notice if it is so agreed by all the members entitled to attend and vote.

34. **Contents of notice**

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

34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

34.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Company.

34.4 If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

35. **Service of notice**

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

36. **Attendance and speaking at general meetings**

36.1 A person 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 person has on the business of the meeting.

36.2 A person is able to exercise the right to vote at a general meeting when:

36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

36.2.2 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.

36.3 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.

36.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

36.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

37. **Quorum for general meetings**

37.1 No business may be transacted at a general meeting unless a quorum is present.

37.2 The quorum shall be:

37.3 fifteen persons entitled to vote on the business to be transacted (each being a member or a proxy for a member). If a quorum is not present within half an hour from the time appointed for the meeting:

37.3.1 the Chair of the meeting may adjourn the meeting 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; and

37.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

38. **Chairing general meetings**

38.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors shall preside as chair of every general meeting.

38.2 If neither the Chair nor any Director nominated in accordance with Article 38.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.

38.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 38.3.

39. **Attendance and speaking by Directors and non-members**

39.1 Directors may attend and speak at general meetings, whether or not they are members.

39.2 The chair of the meeting may permit other persons who are not members of the Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

40. **Adjournment**

- 40.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 40.1.1 the meeting consents to an adjournment; or
- 40.1.2 it appears to the chair 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.
- 40.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 40.3 When adjourning a general meeting, the chair of the meeting must:
- 40.3.1 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
- 40.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 40.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 Clear Days' notice of it:
- 40.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
- 40.4.2 containing the same information which such notice is required to contain.
- 40.5 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.

VOTING AT GENERAL MEETINGS

41. **Voting: general**

- 41.1 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.
- 41.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 41.2.1 has or has not been passed; or
- 41.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 54 is also conclusive evidence of that fact without such proof.

42. **Voting: election of Directors**

The election of Directors shall be conducted in accordance with this Article only:

- 42.1 Members shall be invited prior to each annual general meeting of the Company coinciding with the end of a Term for the Board to nominate persons (“a nominee”) who are themselves members for election at the meeting as a Director. The invitation shall be in such form and made by such means as the Board may from time to time determine but shall in any event:
- 42.1.1 Be issued not less than 60 clear days prior to the meeting; and
 - 42.1.2 Be accompanied by a nomination paper in the form approved by the Board;
- 42.2 No nominee shall be eligible for election unless a nomination paper signed by a member a proposer and by the nominee stating his or her willingness if elected to be a member of the Council shall have been received by the Company not less than 35 Clear Days prior to the meeting;
- 42.3 No person shall be eligible for election if at the date of the annual general meeting at which it is proposed he or she be elected he or she:
- 42.3.1 is an employee; or
 - 42.3.2 has been an employee at any time in the preceding 12 months;
- 42.4 The Directors may make such arrangements as they think fit to allow members of the Company to vote in advance on the persons who have been duly nominated for election as members of the Board (“the candidates”);
- 42.5 Each member shall be entitled to as many votes as there are vacancies to be filled among the number of elected members of Council but shall not be able to cast more than one vote in favour of any candidate;
- 42.6 In the event that the number of candidates is greater than the number of vacancies for the members of the Board the candidates receiving the largest number of votes shall be elected until the number of vacancies have been filled. In the event that the number of candidates is equal to or less than the number of vacancies for Director all the candidates shall be deemed to have been elected;
- 42.7 Votes or ballot papers must be returned not less than 48 hours before the time appointed for the meeting to the address of the scrutineers specified on the ballot paper. The scrutineers shall have control of the conduct of the elections and shall arrange for the votes to be counted and thereafter report to the Chair the results which shall be announced at the meeting by the Chair and such announcement shall be conclusive evidence of the numbers of votes cast;
- 42.8 In the event that there is an equality of votes for any vacancy and the candidates who obtain equal votes would not in any event be elected pursuant to Article 42.6, there shall be a second vote, in which the only candidates shall be those candidates who obtained equal votes on the first vote. The Chair shall determine the rules applicable to such second vote. In the event of an equality of votes on the second ballot, the Chair shall have a casting vote.

43. **Votes**

Votes on a show of hands

43.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

43.1.1 each member present in person; and

43.1.2 (subject to Article 48.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution.

43.1.3 each authorised representative of a corporate member present;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

43.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

43.2.1 every member present in person; and

43.2.2 every member present by proxy (subject to Article 48.3).

General

43.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

43.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

44. **Errors and disputes**

44.1 No objection may be raised to the qualification of any person 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.

44.2 Any such objection must be referred to the chair of the meeting whose decision is final.

45. **Poll votes**

45.1 A poll on a resolution may be demanded:

45.1.1 in advance of the general meeting where it is to be put to the vote; or

45.1.2 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.

- 45.2 A poll may be demanded by:
- 45.2.1 the chair of the meeting;
 - 45.2.2 the Directors;
 - 45.2.3 two or more persons having the right to vote on the resolution;
 - 45.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
 - 45.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 45.3 A demand for a poll may be withdrawn if:
- 45.3.1 the poll has not yet been taken; and
 - 45.3.2 the chair of the meeting consents to the withdrawal.

46. **Procedure on a poll**

- 46.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 46.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 46.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 46.4 A poll on:
- 46.4.1 the election of the chair of the meeting; or
 - 46.4.2 a question of adjournment;
- must be taken immediately.
- 46.5 Other polls must be taken within 30 days of their being demanded.
- 46.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 46.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

46.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

47. **Proxies**

Power to appoint

47.1 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

47.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

47.2.1 states the name and address of the member appointing the proxy;

47.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

47.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

47.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

47.3 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

47.4 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.

47.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

47.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

47.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

48. **Delivery of Proxy Notices**

48.1 The Proxy Notification Address in relation to any general meeting is:

48.1.1 the registered office of the Company; or

48.1.2 any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

48.1.3 any electronic Address falling within the scope of Article 48.2.

- 48.2 If the Company gives an electronic Address:
- 48.2.1 in a notice calling a meeting;
 - 48.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 48.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 48.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

- 48.3 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 Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 48.4 Subject to Articles 48.5 and 48.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 48.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 48.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 48.6.1 received in accordance with Article 48.4; or
 - 48.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 48.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 48.

Revocation

- 48.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 48.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 48.9.1 the start of the meeting or adjourned meeting to which it relates; or
- 48.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 48.10 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.

WRITTEN RESOLUTIONS

49. **Written resolutions**

General

- 49.1 Subject to this Article 49 a written resolution agreed by:
- 49.1.1 members representing a simple majority; or
- 49.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.

On a written resolution each member shall have one vote provided that no member shall be entitled to vote on a written resolution unless all monies presently payable by him, her or it to the Company have been paid.

- 49.2 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 49.3 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 49.4 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 49.5 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 49.6 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 49.7 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

Signifying agreement

- 49.8 A member signifies his or her agreement to a proposed written resolution when the Company receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 49.8.1 identifying the resolution to which it relates; and
- 49.8.2 indicating the member's agreement to the resolution.
- 49.9 For the purposes of Article 49.8:
- 49.9.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 49.9.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Company; or
 - (b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- 49.10 If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Communications by the Company

Methods of communication

- 50.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, ballot, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts 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 the Company, including without limitation:
- 50.1.1 in Hard Copy Form;
- 50.1.2 in Electronic Form; or
- 50.1.3 by making it available on a website.
- 50.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in

Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

- 50.3 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.

Deemed delivery

- 50.4 A member present in person or by proxy or via their authorised representative if a corporate member at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 50.5 Where any Document or information is sent or supplied by the Company to the members:

50.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

50.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

50.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 50.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 50.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:

50.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Company's register of members or Directors, but may in its discretion choose to do so;

50.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

50.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 50.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 50.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

51. Communications to the Company

- 51.1 The provisions of the Companies Acts shall apply to communications to the Company.
- 51.2 The Board shall provide for the safe custody of the seal, which shall be used only by the authority of the Board, or of a committee authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by the Chair and shall be counter-signed by the Secretary or by a second Board member or by some other person appointed by the Board for the purpose.

52. Secretary

- 52.1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
 - 52.1.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
 - 52.1.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

54. Minutes

- 54.1 The Directors must ensure minutes are made:
 - 54.1.1 of all appointments of officers made by the Directors;
 - 54.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
 - 54.1.3 of all proceedings at meetings of the Company and of the Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

55. Records and accounts

55.1 The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

55.1.1 annual reports;

55.1.2 annual statements of account; and

55.1.3 annual returns or confirmation statements.

55.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

56. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

57. Winding up

If on the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 4 such institution or institutions to be determined by the members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provision then to some other charitable object.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Company’s articles of association;
1.3	“Board” or “Committee”	the Board of the Company;
1.4	“Chair”	has the meaning given in Articles 9 and 24;
1.5	“Chair-Elect”	has the meaning given in Article 24.2.3;
1.6	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Act;
1.7	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.8	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.9	“Company”	means the British Society for Heart Failure;
1.10	“Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or

any company, partnership or firm of which a Director is a paid director, member, partner or employee, or

- shareholder holding more than 1% of the capital;
- 1.11 **“Co-opted Director”** has the meaning given to it in Article 26.1;
- 1.12 **“Councillor”** shall have the meaning in Article 25.5;
- 1.13 **“Director”** a director of the Company, and includes any person occupying the position of director, by whatever name called;
- 1.14 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.15 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.16 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.17 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.18 **“Proxy Notice”** has the meaning given in Article 47;
- 1.19 **“Proxy Notification Address”** has the meaning given in Article 48;
- 1.20 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.21 **“Secretary”** the secretary of the Company (if any);
- 1.22 **“Term”** has the meaning given to it in Article 25.2;
- 1.23 **“Treasurer”** the Treasurer of the Board as appointed under Article 42; and
- 1.24 **“Writing”** 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.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.