

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A**  
**SHARE CAPITAL**

**MARIE STOPES INTERNATIONAL**

**ARTICLES**  
**OF ASSOCIATION**

Incorporated 16th March 1973 Company No. 1102208

As adopted by Special Resolution on 12 February 2019

## **The Companies Acts 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Marie Stopes International**

##### **Interpretation**

1. In these Articles:-

"address" means a postal address or, for the purposes of electronic communication, any number or address used for the purposes of such communications, in each case registered with the Charity;

"the Articles" means these articles of association of the Charity;

"Charities Acts" means the Charities Acts 2006 and 2011 and all other statutory provisions affecting charities in force from time to time insofar as they apply to the Charity;

"the Charity" means the company intended to be regulated by the Articles;

"the Companies Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"clear days" in relation to the period of a notice means the 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;

"committee" means a committee appointed by the trustees in accordance with the Articles;

"executed" includes any mode of execution;

"financial expert" means an individual, company or firm who, or which, is authorized to give investment advice under the Financial Services or Markets Act 2000.

"member" means a person whose name is entered into the Register of Members of the Charity and "membership" shall be construed accordingly;

"office" means the registered office of the Charity;

"secretary" means any person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

other words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act.

2. The name of the Charity is "MARIE STOPES INTERNATIONAL".
3. The Registered Office of the Charity will be situated in England.

### **Objects**

4. The Charity is established for the general benefit of the public:-
  - 4.1 to provide sexual, reproductive, maternal and general health services, including; advice, information, education, training, counselling, advocacy, screening, clinical and medical services and treatment;
  - 4.2 to reduce maternal mortality, relieve sickness and preserve physical, mental and sexual health and prevent poverty and distress resulting from unplanned conception; and
  - 4.3 to carry out and/or promote the carrying out of research relating to sexual and reproductive health, maternal and general health.

### **Powers**

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has the power:-
  - 5.1 to raise funds;
  - 5.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 5.3 to sell, lease or otherwise dispose of all or any part of its property;
  - 5.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party;
  - 5.5 to 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;
  - 5.6 to co-operate and enter into arrangements with other charities, persons, organisations, voluntary bodies and authorities, international, national, local or otherwise, to exchange information and advice with them and to obtain from any such persons, organisations or authorities any rights, privileges and concessions;
  - 5.7 to issue appeals, hold public meetings, lectures and exhibitions and take such other steps as may be required for the purpose of promoting and publicising the objects of the Charity and procuring contributions to its funds in the shape of donations, subscriptions or otherwise;
  - 5.8 to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Charity;

- 5.9 to invest the moneys of the Charity not immediately required for its purposes in or upon such shares stocks, funds, securities or other investments in any part of the world involving liability or not as the Charity shall in its absolute discretion think fit;
- 5.10 to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;
- 5.11 to establish or support any charitable trust, association or body or institution formed for any of the Charity's objects, to undertake and administer any trusteeship and to act as a trust corporation;
- 5.12 to undertake and execute charitable trusts;
- 5.13 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity;
- 5.14 subject to the provisions of Articles 6 to 19, to make all reasonable provision for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.15 to amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Charity, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by the Articles;
- 5.16 to set aside income as a reserve against future expenditure;
- 5.17 to trade in the course of carrying out the objects of the Charity;
- 5.18 to incorporate and acquire subsidiary companies to carry on any trade;
- 5.19 to 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; and
- 5.20 to do all such other lawful things as may further the Charity's objects.

#### **Limitation on Private Benefits**

6. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
7. A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
8. A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, the Charities Acts.
9. A trustee may receive an indemnity from the Charity in the circumstances specified in Article 73.

10. Subject to Articles 11 to 16, 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 member of the Charity. This does not prevent a member who is not also a trustee receiving:-
  - 10.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; or
  - 10.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
11. No trustee may:-
  - 11.1 buy any goods or services from the Charity;
  - 11.2 sell goods, services, or any interest in land to the Charity;
  - 11.3 be employed by, or receive any remuneration from the Charity; or
  - 11.4 receive any other financial benefit from the Charity, unless:-
    - 11.4.1 the payment is permitted by Articles 12 to 16 and the trustees follow the procedure and observe the conditions set out in Article 17; or
    - 11.4.2 the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
12. A trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
13. A trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a trustee.
14. A trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the trustees.
15. A company of which a trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the trustee holds no more than 1% of the issued capital of that company.
16. A trustee may receive rent for premises let by the trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
17. The Charity and its trustees may only rely upon the authority provided by Articles 12 to 16 if each of the following conditions is satisfied:-
  - 17.1 the remuneration or other sums paid to the trustee do not exceed an amount that is reasonable in all the circumstances;
  - 17.2 the provisions of Article 60 are complied with by the relevant trustee in relation to any decisions regarding the benefit;

- 17.3 the other trustees are satisfied that it is in the interests of the Charity to employ or to contract with that trustee rather than with someone who is not a trustee. In reaching that decision the trustees must balance the advantage of employing a trustee against the disadvantages of doing so (especially the loss of the trustee's services as a result of dealing with the trustee's conflict of interest);
- 17.4 the reason for their decision is recorded by the trustees in the minute book; and
- 17.5 a majority of the trustees then in office have received no such payments.
18. The employment or remuneration of a trustee includes the engagement or remuneration of any firm or company in which the trustee is:-
- 18.1 a partner;
- 18.2 an employee;
- 18.3 a consultant;
- 18.4 a director; or
- 18.5 a shareholder,
- unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.
19. In Articles 7 to 18:-
- 19.1 "Charity" shall include any company in which the Charity:-
- 19.1.1 holds more than 50% of the shares; or
- 19.1.2 controls more than 50% of the voting rights attached to the shares; or
- 19.1.3 has the right to appoint one or more directors to the Board of the company; and
- 19.2 "trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the trustee or any person living with the trustee as his or her partner.

### **Limitation of Liability**

20. The liability of the members is limited.
21. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

## **Winding Up**

22. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable trust or body having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 6, such trust or body to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

## **Members**

23. New members of the Charity shall be admitted to membership by ordinary resolution of the members or by a written resolution of the members of the Charity passed in accordance with the Companies Act, provided that if at any time the number of members falls below two, the trustees may appoint a member or members to bring the membership up to two.
24. Unless the Charity in general meeting shall make other provision under Articles 76 to 77, any member of the Charity may retire by written notice to the Charity, provided that after such retirement the number of members is not less than two.
25. Membership is terminated if the member is removed from membership by a resolution of not less than 75% of the remaining members that his or her membership is terminated

## **General meetings**

26. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

## **Notice of general meetings**

27. A general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90% of the total voting rights.
  - 27.1 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts.
  - 27.2 The notice shall be given to all the members and to the trustees and auditors.
28. 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.

### **Proceedings at general meetings**

29. No business shall be transacted at any meeting unless a quorum is present. A simple majority of all members entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall constitute a quorum.
30. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.
31. The members may from time appoint a member to act as chair of their meetings.
32. If no chair has been appointed, or if the chair is not present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
33. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
34. A resolution put to the vote of a meeting shall be decided on a show of hands or as the members shall otherwise decide.

### **Attendance and speaking at general meetings**

35. 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. A person is able to exercise the right to vote at a general meeting when:-
  - 36.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 36.2 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.
37. The members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak at it.
38. 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.
39. 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.



### **Written resolutions**

40. 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 members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
- 40.1 a copy of the proposed resolution has been sent to every eligible member;
- 40.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- 40.3 it is contained in an authenticated document which has been received at the office within the period of 28 days beginning with the circulation date.
41. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

### **Votes of members**

42. On a show of hands every member present in person or by proxy shall have one vote. A proxy need not be a member of the Charity.
43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

### **Decisions not prescribed by the Companies Act or these Articles**

44. Except as otherwise required by these Articles or the Companies Act, the members may take decisions in any manner which they consider fit including by email. One of the members or the company secretary shall be appointed to record such decision, and the names of those who voted for and against such decision and keep the decision and any minutes or supporting documentation, with the Charity records.

### **Trustees**

45. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

### **Powers of trustees**

46. Subject to the provisions of the Companies Act and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

## **Appointment of trustees**

47. No person may be appointed as a trustee in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 50.
48. Save as set out above, the members may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
49. The trustees may appoint a person who is willing to act to be a trustee, subject in each case to ratification by members, either to fill a vacancy or as an additional trustee, and provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees.

## **Disqualification and removal of trustees**

50. A trustee shall cease to hold office if:-
  - 50.1 he or she ceases to be a trustee by virtue of any provision in the Companies Act or is disqualified from acting as a trustee by virtue of the Charities Acts;
  - 50.2 the trustees 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;
  - 50.3 he or she resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
  - 50.4 he or she is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or
  - 50.5 he or she is removed by an ordinary resolution of the members.

## **Trustees' expenses**

51. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees or general meetings or otherwise in connection with the discharge of their duties.

## **Proceedings of trustees**

### ***Trustees' Meetings***

52. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. In the case of an equality of votes, the chair shall have a second or casting vote. Questions arising at a meeting of the trustees shall be decided:
  - 52.1 by a simple majority of votes, or:
  - 52.2 Where any decision of the trustees is to: (a) appoint or remove the CEO; (b) approve the Charity's five year strategy; or (c) is a decision that is either (i) agreed by a majority of the trustees to be, or (ii) a resolution of at least 50% of the members determine is,

sufficiently significant or critical to the Charity, then any such decision must have no more than two trustees voting against or abstaining to be duly passed.

53. The quorum for the transaction of the business of the trustees at a trustee meeting shall be a simple majority of the appointed trustees from time to time.
54. The trustees may act notwithstanding any vacancies in their number, but, 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.
55. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.

#### ***Participation in trustees' meetings***

56. Subject to the Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:-
  - 56.1 the meeting has been called and takes place in accordance with the Articles; and
  - 56.2 they are each able to 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.
57. In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any director is or how they communicate with each other.
58. If all the trustees 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.

#### ***Trustees' decision making by majority without a meeting***

- 59.1 The trustees may, in the circumstances outlined in Articles 59.1 to 59.4, make a majority decision without holding a trustees' meeting unless the decision is one to which the provisions of Article 52.2 applies, if:
  - 59.1.1 a trustee has become aware of a matter on which the trustees need to take a decision;
  - 59.1.2 that trustee has taken all reasonable steps to make all the other trustees aware of the matter and the decision;
  - 59.1.3 the trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 59.1.4 a majority of all appointed trustees vote in favour of a particular decision on that matter ;
- 59.2 A decision taken in accordance with Articles 59.1 to 59.4 shall be as valid and effectual as if it had been taken at a trustees' meeting duly convened and held.

- 59.3 Trustees participating in the taking of a majority decision otherwise than at a trustees' meeting in accordance with Articles 59.1 to 59.4:
- 59.3.1 may be in different places, and may participate at different times; and
  - 59.3.2 may communicate with each other by any means, including without limitation in electronic form including by email.
- 59.4 The Chair, or such other trustee as shall be appointed by the trustees shall be the chair of the process of decision-making in accordance with Articles 59.1 to 59.4. The process shall include:
- 59.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which trustees are asked to make a decision or cast their votes;
  - 59.4.2 the nomination of a person to whom all trustee's votes must be communicated;
  - 59.4.3 if a majority of the trustees vote in favour of the decision, the nominated person shall communicate the decision to all the trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
  - 59.4.4 the nominated person shall prepare a minute of the decision in accordance with Article 64.2.

## **Trustee interests and management of conflicts of interest**

### ***Declaration of interests***

- 60.1 For the avoidance of doubt, Articles 60.1 to 60.8 applies to trustees' decisions taken in accordance with both:
- 60.1.1 Articles 52 to 58 (in relation to trustee decision making at trustee meetings); and
  - 60.1.2 Articles 59.1 to 59.4 (in relation to trustee decision making without a trustee meeting).
- 60.2 Unless Article 60.3 applies, a trustee must declare the nature and extent of:
- 60.2.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
  - 60.2.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 60.3 There is no need to declare any interest or duty of which the other trustees are, or ought reasonably to be, already aware.

### ***Participation in decision-making***

- 60.4 If a trustee'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 Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a trustee's interest or duty is likely to

give rise to a conflict shall be determined by a majority decision of the other trustees taking part in the decision-making process.

60.5 If a trustee'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 Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

60.5.1 the decision could result in the trustee receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 12) and which is available generally to the beneficiaries of the Charity;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 8;
- (c) payment under the indemnity set out at Article 73; and
- (d) reimbursement of expenses in accordance with Article 7; or

60.5.2 a majority of the other trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 60.6.

60.6 If a trustee with a conflict of interest or conflict of duties is required to comply with this Article 60.6, he or she must:

60.6.1 take part in the decision-making process only to such extent as in the view of the other trustees is necessary to inform the debate;

60.6.2 not be counted in the quorum for that part of the process; and

60.6.3 withdraw during the vote and have no vote on the matter.

### ***Continuing duties to the Charity***

60.7 Where a trustee has a conflict of interest or conflict of duties and the trustee has complied with his or her obligations under these Articles in respect of that conflict:

60.7.1 the trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

60.7.2 the trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she derives from any matter or from any office, employment or position.

60.8 For the purposes of Article 60.5.1 and 60.7 "trustee" shall include:

60.8.1 any child, parent, grandchild, grandparent, brother, sister or spouse of the trustee or any person living with the trustee as his or her partner; and

60.8.2 any firm, company or charity in which the trustee is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a director; or
- (e) a shareholder,

unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.

### **Delegation to committees**

61. The trustees may appoint one or more committees consisting of one or more trustees or other persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee:- provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

### **Delegation of investment management**

62. The trustees may delegate the management of investments to a financial expert or financial experts provided that:

- 62.1 the investment policy is set down in writing for the financial expert or financial experts by the trustees;
- 62.2 timely reports of all transactions are provided to the trustees;
- 62.3 the performance of the investments is reviewed regularly with the trustees;
- 62.4 the trustees are entitled to cancel the delegation arrangement at any time;
- 62.5 the investment policy and the delegation arrangements are reviewed regularly;
- 62.6 all payments due to the financial expert or financial experts are on a scale or at a level which is agreed in advance; and
- 62.7 the financial expert or financial experts must not do anything outside the powers of the trustees.

### **Validity of trustee actions**

63. All acts done by a meeting of trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or member of such committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee or member of such committee and had been entitled to vote.

## **Minutes**

64. The trustees shall keep minutes for the purpose:-
- 64.1 of all appointments of officers made by the trustees;
- 64.2 of all resolutions of the Charity and of the trustees (including, without limitation, decisions of the trustees made without a meeting in accordance with Articles 59.1 to 59.4); and
- 64.3 of all proceedings at meetings of the Charity and of the trustees and of committees including the names of the trustees and committee members present at each such meeting.

## **Means of communication to be used**

65. Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
66. 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.
67. Any notice to be given to or by any person under the Articles:-
- 67.1 must be in writing; or
- 67.2 must be given in electronic form.
68. The Charity may give any notice to a member either:-
- 68.1 personally; or
- 68.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 68.3 by leaving it at the address of the member; or
- 68.4 by giving it in electronic form to the member's address.
- 68.5 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 company meeting and must specify the place date and time of the meeting.
69. A 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.
70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

71. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Acts.
72. In accordance with the Companies Acts notice shall be deemed to be given:-
- 72.1 48 hours after the envelope containing it was posted; or
- 72.2 in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

73. The Charity may indemnify a relevant director against any liability incurred by him or her in that capacity, to the extent permitted by the Companies Acts.
74. In this Article a 'relevant director' means any director or former director of the Charity.
75. The Charity may indemnify an auditor against any liability incurred by him or her or it:-
- 75.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
- 75.2 in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### **Rules**

76. The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-
- 76.1 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;
- 76.2 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles;
- 76.3 generally, all such matters as are commonly the subject matter of company rules.
77. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

### **Amendment of Articles**

78. The members may from time to time, subject to the Charities Acts, amend the Articles by special resolution.