

A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
THE INTERNATIONAL CONSORTIUM FOR EDUCATIONAL
DEVELOPMENT

Each subscriber to this Memorandum of Association wishes to form a company under the
Companies Act 2006 and agrees to become a member of the company

Name of each Subscriber

PROFESSOR SHELDA DEBOWSKI

PROFESSOR JOAN RUE

MS SANTINA BATTAGLIA

DR PAULUS MARTINUS HENRICUS DENEER

PROFESSOR JAMES WISDOM

Date: 22 September 2011

ARTICLES OF ASSOCIATION

OF

THE INTERNATIONAL CONSORTIUM FOR EDUCATIONAL DEVELOPMENT

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Company number: 7783830

Charity number: 1145272

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE INTERNATIONAL CONSORTIUM FOR EDUCATIONAL DEVELOPMENT

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is The International Consortium for Educational Development, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Council	the collective name for the members of the Charity;
Council Meeting	a general meeting of the members of the Charity;

Nominating Networks	those national, transnational and independent educational development associations throughout the world who nominate an individual for membership of the Charity and whose nomination is approved by the Council;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
President	the chair of the Board of Trustees or any person discharging the functions of the chair;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity who are known collectively as the Board;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

3.1 The objects of the Charity (the “Objects”) are for the public benefit:-

- 3.1.1 to advance education worldwide by promoting, sustaining and increasing individual and collective knowledge and understanding of all aspects of educational development in higher education.

4. Powers of the Charity

- 4.1 The Charity has the following powers which may be used only to promote the Objects:-

- 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;
- 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.7 to give or receive guarantees or indemnities;
- 4.1.8 to promote or undertake study or research and disseminate the results of such research;
- 4.1.9 to produce, print and publish anything in any media;
- 4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.11 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.12 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves and to accumulate expendable endowment;
- 4.1.13 to undertake any charitable trust;

- 4.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 4.1.17 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.18 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.19 to open and operate bank accounts and other banking facilities;
- 4.1.20 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.21 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.22 to insure any risks arising from the Charity's activities;
- 4.1.23
 - (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
 - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
 - (b) Subject to clause 4.1.23(d) below, any insurance in the case of 4.1.23(a)(i) or 4.1.23(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him or her; and
 - (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he or she knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he or she did not care whether it was in the best interests of the Charity or not.
- (c) Subject to clause 4.1.23(d) below any insurance in the case of 4.1.23(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and
- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.24 to pay all the expenses and costs of establishing the Charity;

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity;

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his or her capacity as a Trustee), PROVIDED THAT:-

(a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board;

(b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board;

(c) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity or a subsidiary (as defined in the Act) of the Charity; and

(d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity;

For the purposes of these clauses 6.1.1 and 6.1.2 "services" includes goods that are supplied in connection with the provision of services.

6.1.3 reasonable interest on the money lent by any Trustee;

6.1.4 reasonable out-of-pocket expenses to any Trustee;

- 6.1.5 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;
- 6.1.6 reasonable and proper rent of premises demised or let by any Trustee;
- 6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to 4.1.23 above;
- 6.1.8 any payment to a Trustee under the indemnity provisions in the Articles of Association; and
- 6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by the members either by way of a special resolution at a Council Meeting or annual general meeting, or by a written special resolution. A special resolution will be validly passed at a Council meeting or annual general meeting if the Charity gives the members at least 2 months' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Each member of the Charity undertakes that, if the Charity is wound up while he or she is a member, or within one year after he or she ceases to be a member, he or she will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he or she ceased to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity shall indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by him or her to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;

10.1.5 for any liability which he or she has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him or her; and

10.1.6 for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him or her relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him or her in any proceedings (whether civil or criminal) brought by any party which

relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or officer, provided that he or she will be obliged to repay such amounts no later than:

- 10.2.1 if he or she is convicted in proceedings, the date when the conviction becomes final; or
- 10.2.2 if judgment is given against him or her in proceedings, the date when the judgment becomes final; or
- 10.2.3 if the court refuses to grant him or her relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

- 11.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 11.2 Where the duty of a Trustee to avoid a situation in which he or she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
 - 11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
 - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and
 - 11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
 - 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and

shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.

- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

12. Rights of Inspection

- 12.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

13. Register of Members

- 13.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 13.3 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Charity for the purposes of the Articles or the Act.
- 13.4 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members.

14. Membership

- 14.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 14.2 Membership is open to any individuals who:
 - 14.2.1 are nominated by Nominating Networks; and
 - 14.2.2 approved and admitted to membership by the Council.

14.3 The Council may determine criteria for membership but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision provided that all co-opted Trustees and Trustees appointed to fill a vacancy between annual general meetings shall automatically become members of the Charity and their names shall be entered into the Charity's register of members.

15. No transfer of Membership

15.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

16. Ending of Membership

16.1 A member stops being a member of the Charity if:

16.1.1 the member resigns from membership by giving notice in Writing to the Charity; or

16.1.2 membership is ended under Article 17; or

16.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or

16.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or

16.1.5 in the case of a member who is a member by virtue of being a co-opted Trustee or a Trustee appointed to fill a vacancy between annual general meetings, membership ceases automatically when that member ceases to be a Trustee; or

16.1.6 the member dies.

17. Removal from Membership

17.1 The Board may terminate membership by giving the member notice in Writing.

17.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

18. Nominating Networks

18.1 No Nominating Network may have more than one nominated member at any one time.

18.2 A Nominating Network may appoint an associate council member to attend and speak at Council meetings if its nominated member is elected or appointed as a

Trustee. An associate council member is not a member for the purposes of company law and may not vote at Council meetings or appoint a proxy.

- 18.3 An associate council member appointed under article 18.2 will automatically cease to be an associate council member upon the nominated member ceasing to be a Trustee.
- 18.4 A Nominating Network cannot remove their nominated member from the Council until that nominated member's term as a Trustee has ended.
- 18.5 A Nominating Network stops being a Nominating Network if its nominated member ceases to be a member of the Charity and:
 - 18.5.1 a further nomination of an individual for membership is submitted by the Nominating Network but is not approved by the Council; or
 - 18.5.2 the Nominating Network submits no further nomination for approval by the Council.

19. Annual General Meetings

- 19.1 The Charity shall hold an annual general meeting in addition to any other Council Meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

20. Other Council Meetings

- 20.1 All general meetings except annual general meetings are called Council Meetings.

21. Calling of Council Meetings

- 21.1 The Board may call a Council Meeting or an annual general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

22. Notice of Council Meetings and Annual General Meetings

- 22.1 Both annual general meetings and Council Meetings must be called by giving at least 2 months' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 58.4). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.
- 22.2 At an annual general meeting the business usually conducted will be the election of Officers in place of those retiring, the appointment of other Trustees, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors.

22.3 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

23. Quorum for Council Meetings and Annual General Meetings

23.1 Business may only be transacted at a Council Meeting or an annual general meeting if a quorum of members is present when the meeting begins to deal with its business. A quorum is one third of the total number of members subject to a minimum of six. Where one third does not produce a whole number, the quorum shall be the next higher number.

23.2 A person present in person, and any person present who is appointed as proxy of a member in relation to the meeting, may count towards the quorum. No person may count more than once towards the quorum.

24. Adjournment if no Quorum

24.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 26.2 and 26.3 shall apply to such an adjourned meeting.

24.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

25. Chairman of a Council Meeting or Annual General Meeting

25.1 The President of the Board should normally preside as chairman at every Council Meeting and annual general meeting of the Charity. If there is no President, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

26. Adjournment of a Council Meeting or Annual General Meeting

26.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

26.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

26.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

27. Voting on Resolutions

27.1 At any Council Meeting or annual general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.

27.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

28. Proxies

28.1 A person holding a proxy may vote on any resolution.

28.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the Council Meeting or annual general meeting or adjourned meeting (excluding any day that is not a working day).

28.3 A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

29. Declaration of chairman is final

29.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

29.2 The demand for a poll may be withdrawn.

30. When a poll is taken

30.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

30.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

31. Voting and Speaking

31.1 Every member including the chairman of the meeting (if he or she is a member) has one vote at Council Meetings and annual general meetings. The chairman of the meeting does not have a casting vote at such meetings.

31.2 The auditor or reporting accountant has the right to attend and speak at Council Meetings and annual general meetings.

31.3 A Trustee shall have the same rights as members to attend and speak at Council Meetings and annual general meetings and shall be entitled to vote at such meetings in his or her capacity as a member.

32. Written Agreement to Resolution

32.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

32.1.1 it must be in Writing;

32.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members entitled to receive notice of and to attend Council Meetings;

32.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members entitled to receive notice of and to attend Council Meetings;

32.1.4 it may consist of two or more documents in identical form Signed by members; and

32.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

32.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

32.3 A written resolution passed in accordance with this Article has effect as if passed by the Charity in a Council Meeting.

33. Management by the Board

33.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a Council Meeting or annual general meeting of the members of the Charity.

34. Payment of reasonable expenses to Trustees

34.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted by law or by these Articles.

35. The Keeping of Minutes

35.1 The Board must have minutes entered in the minute books:-

35.1.1 of the co-option of any Trustee and the appointment of any Trustee to fill a vacancy;

35.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

35.1.3 of all resolutions and proceedings at all meetings of:

- (a) The members;
- (b) The Board; and
- (c) Committees of the Board.

36. The Make-up of the Board

36.1 The first Board consists of those people named in Form IN01 filed under Section 9 of the Companies Act 2006 and sent to the Registrar of Companies or as otherwise authenticated electronically when the Charity is formed. After that, the Board consists of:-

36.1.1 those persons elected or appointed by the Council at an annual general meeting from amongst the members; and

36.1.2 not more than 3 additional individuals co-opted at any time by the Board in accordance with Article 39.2; and

36.1.3 any person appointed by the Board to fill a vacancy between annual general meetings

provided that at all times there is a minimum of three Trustees on the Board.

36.2 The Board shall determine how many vacancies are available to be filled by candidates elected under 36.1.1.

36.3 No person under the age of 16 may be elected or appointed as a Trustee.

36.4 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.

37. Change in composition of the Board

37.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

38. Notification of change of members of the Board to the Registrar of Companies

38.1 All elections, appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

39. Filling a vacancy and Co-option

39.1 The Board can appoint anyone as a Trustee to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting where they may step down, or be elected or appointed by the members.

39.2 The Board may co-opt up to 3 Trustees onto the Board at any time who shall hold office unless they cease to be a Trustee by virtue of Article 40 or are at any time removed by the Board.

39.3 Such co-optees and appointees may vote at meetings of the Board.

40. Ending of Board Membership

- 40.1 A Trustee ceases to hold office if he or she:-
- 40.1.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 40.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 1993; or
 - 40.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his or her own affairs and a majority of the other Trustees resolve that he or she must cease to hold office; or
 - 40.1.4 resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or
 - 40.1.5 is absent from four consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
 - 40.1.6 breaches his or her duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him or her by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
 - 40.1.7 is a co-opted Trustee and is removed by the Board; or
 - 40.1.8 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
 - 40.1.9 stops being a member in accordance with article 16 or article 17.

41. Meetings of the Board

- 41.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 41.2 Meetings of the Board must be called on at least 2 months' prior notice. A meeting may be held on shorter notice if it is agreed in writing by not less than 75% of the Trustees.
- 41.3 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the President. If the votes are equal, the President has a second or casting vote.
- 41.4 The Charity, if requested by the President or one third of the Trustees acting together, must summon a meeting of the Board.

41.5 Meetings may be held in person, by telephone, or by any other suitable electronic means in which all participants may communicate with all other participants.

42. Officers of the Board

42.1 The members may elect or remove the President and the two Vice Presidents at the annual general meeting. Such officers shall be elected from among the members.

43. Quorum for the Board

43.1 The quorum necessary for business to be done at a Board meeting is three Trustees. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he or she is not entitled to vote. This is subject to Article 11.

44. Board's Right to Act Despite Vacancies on the Board

44.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to appoint further Trustees.

45. A Resolution may be Approved by Signature Without a Meeting

45.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

46. Validity of Acts Done at Meetings

46.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he or she was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification.

47. Delegation by the Board

47.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such individual Trustee or committee must conform to any rules that the Board imposes on it.

47.2 The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.

47.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

48. Chair of Committees

48.1 A committee may elect a chair of its meetings if the Board does not nominate one.

48.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

49. Meetings of Committees

- 49.1 A committee may meet and adjourn whenever it chooses.
- 49.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the Committee meeting shall have a casting vote.
- 49.3 A committee must have minutes entered in minute books.
- 49.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

50. Appointment and Removal of the Company Secretary

- 50.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his or her period of office, pay and any conditions of service, and may remove him or her from office.

51. Honorary Officer

- 51.1 The Board may appoint or remove any person for such terms as they think fit as a Patron of the Charity or such other honorary role as the Board may determine. Such posts are honorary only and carry no vote or other rights.

52. Actions of Trustees and Company Secretary

- 52.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

53. Proper Accounts must be Kept

- 53.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

54. Books must be Kept at the Office

- 54.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

55. Inspection of Books

- 55.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Trustees or a Council Meeting or an annual general meeting.

56. Accounts and Returns

- 56.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of Council meetings.

- 56.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).
- 56.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 56.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
- 56.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.
- 56.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 56.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

57. Appointment of Reporting Accountants or Auditors

- 57.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

58. Service of Notices

- 58.1 The Charity may give notices, accounts or other documents to any member either:
- 58.1.1 personally; or
- 58.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
- 58.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 58.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 58.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address which he has given the Charity for that purpose or in accordance with Article 58.1.1, 58.1.3, 58.1.4 or 58.1.5 above.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

- 58.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or if posted outside the United Kingdom. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 58.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.
- 58.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a Council Meeting or annual general meeting the notification must state that it concerns a notice of such a meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

59. Accidental Omission of Notice

- 59.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

60. Who is Entitled to Notice of Council Meetings and Annual General Meetings

- 60.1 Notice of every Council Meeting or annual general meeting must be given to:-

- 60.1.1 every member;
- 60.1.2 the reporting accountants or auditor of the Charity;
- 60.1.3 all Trustees;
- 60.1.4 every Nominating Network; and
- 60.1.5 any Patron or other Honorary position

- 60.2 No one else is entitled to receive notice of such meetings.

61. Regulations

- 61.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise

need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

62. Winding-up of the Charity

62.1 The members may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

62.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

Version Control Table			
Version	Date issued/updated	Author/updater	Summary of changes
1	September 2011	Various	
2	August 2020	Roz Grimmitt	Section 1.3
3	August 2021	Roz Grimmitt	Section 1.3