

Company No. 05466148

Charity No. 1111469

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY
GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE INTERNATIONAL LEAGUE OF
DERMATOLOGICAL SOCIETIES

1 Company's name

- 1.1 The company's name is The International League of Dermatological Societies ("Charity").

2 Interpretation

- 2.1 In the Articles:

"**address**" means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

"**Affiliated Society**" shall have the meaning set out in Article 11.1.2;

"**Appointed Director**" shall have the meaning set out in Article 24.3.3

"**Articles**" means the Charity's articles of association;

“By-laws” means the Charity’s By-laws as determined by the Directors in accordance with Article 41;

“Charity” means the company intended to be regulated by the Articles;

“clear days” in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“Commission” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

“Company Secretary” means any person appointed to perform the duties of the secretary of the Charity in accordance with Article 31;

“Director” means an individual elected or appointed as Director of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“International Director” shall have the meaning set out in Article 24.3.2

“Member” means a Member under the Companies Acts;

“Member Society” shall have the meaning set out in Article 11.1.1;

“Members Fees” shall have the meaning set out in Article 14;

“Observer Society” shall have the meaning set out in Article 11.1.3;

“officers” includes the Directors and the Company Secretary;

“President” means a Director appointed to that role in accordance with Article 30;

“Regional Director” shall have the meaning set out in Article 24.3.2;

“Secretary General” means a Director appointed to that role in accordance with Article 30;

“Treasurer” means a Director appointed to that role in accordance with Article 30;

“United Kingdom” means Great Britain and Northern Ireland;

“Voting Member” means a Member Society or an Affiliated Society in good standing with their fees paid up to date; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 2.2 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 2.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 Liability of Members

- 3.1 The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:
- 3.1.1 payment of the Charity’s debts and liabilities incurred before they cease to be a Member;
- 3.1.2 payment of the costs, charges and expenses of winding up; and
- 3.1.3 adjustment of the rights of the contributories among themselves.

4 Objects

- 4.1 The objects of the Charity (**“Objects”**) are to encourage the world-wide advancement of dermatological education, care and sciences by:

- 4.1.1 improving the knowledge, skill and practice of those professionals practising dermatology and other professionals engaged in research into, and teaching about, diseases affecting the skin;
- 4.1.2 improving the care of those suffering from skin diseases and promoting good skin health by protecting and preserving health and relieving those in need in such ways and in such parts of the world as the Directors see fit from time to time; and
- 4.1.3 by publicising advances in dermatological sciences with the aim of stimulating and promoting further research into the same and supporting such research.

5 Powers

- 5.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - 5.1.1 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - 5.1.4 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. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- 5.1.10 to:
- (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.1.11 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.1.12 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.

6 Application of Income and Property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects (see Article 4) .
- 6.2 A Director 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.

- 6.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 40.
- 6.5 A Director may not receive any other benefit or payment unless it is authorised by Article 7.
- 6.6 Subject to Article 7, 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 Director receiving:
- 6.6.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 6.6.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

7 Benefits and Payments to Directors and Connected Persons

- 7.1 The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in Article 7.

General provisions

- 7.2 No Director or Connected Person may:
- 7.2.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 7.2.2 sell goods, services, or any interest in land to the Charity;
 - 7.2.3 be employed by, or receive any remuneration from, the Charity;
 - 7.2.4 receive any other financial benefit from the Charity;

unless the payment is permitted by Articles 7.3 to 7.9 or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Article a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Directors’ or Connected Persons’ benefits

- 7.3 A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.
- 7.4 A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in sections 185 and 186 of the Charities Act 2011.
- 7.5 Subject to Article 7.9, a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.
- 7.6 A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.7 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.8 A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for supply of goods only – controls

- 7.9 The Charity and its Directors may only rely upon the authority provided by Article 7.5, if each of the following conditions is satisfied:
- 7.9.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or Connected Person supplying the goods

(the “**Supplier**”) under which the Supplier is to supply the goods in question to or on behalf of the Charity.

- 7.9.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 7.9.3 The other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so.
- 7.9.4 The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- 7.9.5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- 7.9.6 The reason for their decision is recorded by the Directors in the minute book.
- 7.9.7 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 7.
- 7.10 In Articles 7.3 to 7.9:
- 7.10.1 “**charity**” includes any company in which the charity:
- (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Directors to the board of the company.
- 7.10.2 “**Connected Person**” includes any person within the definition in Article 44 (Interpretation).

8 Declaration of Directors' interests

- 8.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Charity Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

9 Conflicts of interests and conflicts of loyalties

- 9.1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- 9.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 9.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - 9.1.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 9.2 In this Article 9 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

Members

10 Application for Membership

- 10.1 An application for membership must be in a form prescribed by the Directors.
- 10.2 The Directors may approve or reject an application of membership.

- 10.3 The Directors are not required to give a reason for the rejection of any application for membership.
- 10.4 The Directors may delegate the consideration and determination of any membership application.
- 10.5 Once made, written notice of the Directors or their delegate's decision shall be sent to the applicant.
- 10.6 The acceptance of an applicant to be a Member is subject to payment of the Members Fees and is void if payment is not made in accordance with these Articles or the By-Laws.
- 10.7 If the applicant is not admitted to membership, then the Members Fees paid by them must be returned to them in full.
- 10.8 Subject to these Articles an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.
- 10.9 Membership is not transferable.
- 10.10 The Directors must keep a register of names and addresses of the Members.

11 Classes of membership

- 11.1 There are three classes of Member:
 - 11.1.1 Member Societies consisting of the national societies of dermatology within the field of dermatology;
 - 11.1.2 Affiliated Societies consisting of international or regional societies of dermatology or specialist societies within the field of dermatology; and
 - 11.1.3 Observer Societies consisting of other societies within the field of dermatology that are not eligible to become a Member Society or an Affiliated Society.
- 11.2 The Directors may from time to time determine in the By-laws additional requirements for admission as a Member or as a Member in a particular class of membership.

11.3 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.

12 Alteration of class rights

12.1 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

12.2 The rights attached to a class of membership may only be varied if:

12.2.1 three-quarters of the Members of that class consent in writing to the variation; or

12.2.2 a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

12.3 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members, except for references to Voting Members shall refer to the Members of the class to which the resolution relates.

13 Rights of Members

13.1 Voting rights and allocation of votes shall be defined in the By-Laws and be consistent with the following:

13.1.1 Member Societies are entitled to between one and ten votes depending on the number of fee-paying members within that Member Society and determined by the Directors;

13.1.2 Affiliated Societies are entitled to one vote per Affiliated Society; and

13.1.3 Observer Societies are not entitled to vote other than in respect of their class rights in accordance with Article 12 .

13.2 Member Societies and Affiliated Societies (together the "**Voting Members**") have the following rights:

13.2.1 to receive notices of and to attend General Meetings;

13.2.2 to submit items of business for consideration at a General Meeting;

- 13.2.3 to vote at General Meetings and on resolutions put to the membership and on the election of Directors;
 - 13.2.4 to nominate an approved individual to be a candidate for election as Director;
 - 13.2.5 to have access to the minutes of General Meetings and other documents of the Charity as provided under the Companies Acts; and
 - 13.2.6 to inspect the register of Members.
- 13.3 Observer Societies have the following rights:
- 13.3.1 to receive notices of and to attend General Meetings but not vote;
 - 13.3.2 to have access to the minutes of General Meetings and other documents of the Charity as provided under the Act; and
 - 13.3.3 to inspect the register of Members.

14 Members Fees

- 14.1 The Directors may set any joining fee and membership fees (together the “**Members Fees**”) and may determine different fees:
- 14.1.1 for different classes of membership; or
 - 14.1.2 for different Members.
- 14.2 The Directors may in its discretion waive or vary the amount of the Members Fees.
- 14.3 A Member who has not paid the Members Fees to the extent they are due will not be entitled to exercise their rights while the Members Fees remain unpaid.

15 Termination of membership

- 15.1 Membership is terminated if:
- 15.1.1 the Member ceases to exist;
 - 15.1.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;

- 15.1.3 if they are expelled in accordance with Article 16;
- 15.1.4 any sum due from the Member to the Charity is not paid in full within three months of it falling due (unless the Directors resolve otherwise); or
- 15.1.5 the Member is removed from membership by a resolution of the Directors either because:
 - (i) it is in the best interests of the Charity that their membership is terminated; or
 - (ii) they fail to provide any information required by the Directors as part of the membership renewal process; or
 - (iii) they cease to satisfy the criteria to be a Member.

15.2 Any Member ceasing to be a Member:

- 15.2.1 remains liable for any money owing by that Member to the Charity and, if the Charity is wound up within one year of the date the Member ceases to be a Member, the guarantee under these Articles;
- 15.2.2 shall not be entitled to any refund, in full or part, of any Members Fees paid; and
- 15.2.3 shall not be readmitted as a Member until any unpaid Members Fees outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding Members Fees.

16 Disciplining or Expulsion of Member

- 16.1 Without limiting any other way, the Directors may suspend or expel a Member from the Charity if the Directors consider that the Member has:
 - 16.1.1 failed to comply with these Articles and/or the By-Laws;
 - 16.1.2 failed to comply with the Code of Conduct;
 - 16.1.3 acted in a manner prejudicial to the interests of the Charity; or
 - 16.1.4 acted in a manner that renders it undesirable that the Member continues to be a Member.

- 16.2 At least 28 days before the Directors suspend or expel a Member, the Company Secretary must notify the Member in writing that:
- 16.2.1 the Directors are considering disciplinary action which shall be specified, and the date place and time that such proposed disciplinary action will be considered by the Directors;
 - 16.2.2 the reason for such proposed disciplinary action; and
 - 16.2.3 that the Member may explain or defend themselves by:
 - (i) sending the Directors a written explanation; and/or
 - (ii) speaking at a meeting of the Directors convened for that purpose. However, the Member may not be present during the Directors deliberations or voting on the resolution unless the Directors allow.
 - 16.2.4 After considering any explanation, the Directors may:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member;
 - (v) refer the decision to an unbiased, independent person on the condition that the person can only make a decision that the Directors could have made; or
 - (vi) require the matter to be determined at a General Meeting.
 - 16.2.5 The Company Secretary must give written notice to the Member of the decision promptly.
 - 16.2.6 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause relating to disciplining or expulsion of a Member.

- 16.2.7 Subject to these Articles, a Member may request the Directors to reconsider any action it takes regarding suspension or expulsion.
- 16.2.8 A Member expelled by resolution of the Directors may appeal against that resolution. Such an appeal, (hereinafter referred to as an "**Appeal Notice**"), must be made in writing and must be received within 14 days after the date of the notice of expulsion or such longer time as the Directors may decide in their complete discretion.
- 16.2.9 If an Appeal Notice is received by the Directors within the required timeframe:
- (i) the Directors must ensure that within two months after receipt of the Appeal Notice, a resolution to overturn the expulsion is considered by the Voting Members at a General Meeting to consider this resolution only, with such resolution to be approved by special resolution of the Voting Members;
 - (ii) the Member must be given a reasonable opportunity to make representations in relation to the decision of the Directors to expel that Member which may include making representations in writing prior to the General Meeting or addressing the General Meeting or both, in accordance with the policies and procedures of the Charity in relation to such matters.
- 16.2.10 If the resolution to expel the Member is not overturned by the Voting Members at the General Meeting, the Member's expulsion takes effect from the date of the notice of expulsion.
- 16.2.11 If the Voting Members overturn the expulsion, then the Member's membership continues in full effect, with the suspension lifted from the date of the General Meeting.

17 General meetings

- 17.1 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
- 17.2 The Directors may call a general meeting at any time.

18 Notice of general meetings

- 18.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- 18.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 18.1.2 fourteen clear days for all other general meetings.
- 18.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 18.3 The notice must specify the date, time and place of the meeting (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 20.
- 18.4 The notice must be given to all the Members and to the Directors and auditors.
- 18.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

19 Proceedings at general meetings

- 19.1 The Directors may make whatever arrangements they consider appropriate for holding general meetings and annual general meetings by electronic means (either entirely or partially) which allows those participating to speak, hear the presentations and comments of others, and exercise their voting rights at a general meeting. The notice of the general meeting or annual general meeting shall contain instructions as to how to participate in, and vote at, such a meeting by electronic means. Where a general meeting or annual general meeting is held by electronic means a proxy who participates in that meeting in accordance with the instructions for the meeting is deemed to be present in person.
- 19.2 No business shall be transacted at any general meeting unless a quorum is present.
- 19.3 A quorum is one tenth of the total Voting Members at the time of the meeting.

- 19.4 The authorised representative of a Voting Member shall be counted in the quorum.
- 19.5 If:
- 19.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 19.5.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) as the Directors shall determine.
- 19.6 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting (or if it is to be held electronically, either entirely or partially, the details for joining the meeting).
- 19.7 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19.8 General meetings shall be chaired by the President.
- 19.9 If there is no President, or the President is not present within fifteen minutes of the time appointed for the meeting then the meeting shall be chaired by the Secretary General.
- 19.10 If there is no Secretary General, or the Secretary General is not present within fifteen minutes of the time appointed for the meeting then the meeting shall be chaired by a Director nominated by the Directors.
- 19.11 If there is only one Director present and willing to act, that Director shall chair the meeting.
- 19.12 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Voting Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 19.13 The Voting Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- 19.14 The person who is chairing the meeting must decide the date, time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) at which the meeting is to be reconvened unless those details are specified in the resolution.
- 19.15 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 19.16 If a meeting is adjourned by a resolution of the Voting Members for more than seven days, at least seven clear day's notice shall be given of the reconvened meeting stating the date, time and place of the meeting (or if it is to be held electronically, either entirely or partially, the details for joining the meeting).
- 19.17 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 19.17.1 by the person chairing the meeting; or
 - 19.17.2 by at least two Voting Members present in person or by proxy and having the right to vote at the meeting; or
 - 19.17.3 by a Voting Member or Voting Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote at the meeting.
- 19.18 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 19.19 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 19.20 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 19.21 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 19.22 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) for declaring the results of the poll.

- 19.23 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 19.24 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 19.25 A poll demanded on any other question must be taken either immediately or at such time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) as the person who is chairing the meeting directs .
- 19.26 The poll must be taken within thirty days after it has been demanded.
- 19.27 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) at which the poll is to be taken.
- 19.28 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

20 Content of proxy notices

- 20.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 20.1.1 states the name and address of the Voting Member appointing the proxy;
 - 20.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - 20.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 20.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 20.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3 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.
- 20.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 20.4.1 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
- 20.4.2 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.

21 Delivery of proxy notices

- 21.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 21.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 21.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 21.4 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 appointer's behalf.

22 Written resolutions

- 22.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 22.1.1 a copy of the proposed resolution has been sent to every eligible Voting Member;
 - 22.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - 22.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

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

23 Votes of Members and representatives

23.1 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

23.2 Any society that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

23.3 The society must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the society at any meeting unless the notice has been received by the Charity. The representative may continue to represent the society until written notice to the contrary is received by the Charity.

23.4 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the society or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the society.

24 Directors

24.1 A Director must be a natural person aged 18 years or older and must be a member of a Voting Member.

24.2 No one may be appointed or elected as a Director if they would be disqualified from acting under the provisions of Article 29.

24.3 There shall be a minimum of 12 Directors and no more than 20 Directors (unless otherwise determined by ordinary resolution), comprising:

24.3.1 up to 12 Directors to be known as Regional Directors elected by the Voting Members in accordance with the By-Laws (“**Regional Directors**”);

24.3.2 up to 4 Directors to be known as International Directors elected by the Voting Members in accordance with the By-Laws, (“**International Directors**”); and

24.3.3 up to 4 Directors appointed by the Directors, in accordance with Article 26.8 (“**Appointed Directors**”).

24.4 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

25 Powers of Directors

25.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

25.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

25.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

26 Election and Appointment of Directors

26.1 The Directors shall determine the procedures for the conduct of elections and the nomination process in the By-laws.

26.2 Prior to an Annual General Meeting in an election year, the Directors will:

26.2.1 confirm the number of Regional Directors and International Directors to be elected by the Voting Members; and

26.2.2 give notice of the number of vacancies that may be filled and invite nomination of candidates from eligible Voting Members.

26.3 Nominations must be received by the Company Secretary in the time prescribed by the Directors.

26.4 The nomination form will:

26.4.1 be in writing in the form determined by the Directors;

26.4.2 include any required information such as the candidate’s skills and experience as determined by the Directors; and

26.4.3 contain the signed consent of the candidate.

- 26.5 If there are more candidates for election than there are vacant positions to be filled, then a ballot will be conducted in accordance with the By-Laws set by the Directors.
- 26.6 If a ballot is to be conducted, the Directors may appoint a returning officer who must not be a Director nor a candidate.
- 26.7 If there are an insufficient number of approved candidates for a Regional Director or International Director vacancy, then the Directors may appoint candidates to those positions, in addition to any Appointed Directors. The term of office for a director appointed this way shall be the same as for any Appointed Directors as specified in Article 28.3
- 26.8 The Directors may appoint a person who is willing to act to be a Director.
- 26.9 The appointment or election of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

27 Transitional provisions

- 27.1 The Directors elected in 2023 prior to the adoption of these Articles will serve as Directors with their terms expiring at the conclusion of the 2031 Annual General Meeting, unless they vacate office prior to this in accordance with Article 29.

28 Term of Directors

- 28.1 The elections of Directors will be held every four years, with the last elections of the Charity being held in 2023 (as at the date of adoption of these Articles).
- 28.2 The term of office of a Regional Director and an International Director commences at the conclusion of the Annual General Meeting of an election year and ends at the conclusion of the Annual General Meeting eight years later.
- 28.3 The term of office of an Appointed Director commences at the time of the resolution of the Directors appointing the Director and ends at the conclusion of the Annual General Meeting of an election year.
- 28.4 A retiring Director, if eligible, may be re-elected or re-appointed.

- 28.5 The maximum continuous period for which a person may hold office as a Director is 12 years, excluding any period of a person's appointment to fill a casual vacancy under these Articles.
- 28.6 A person who has held office as a Director for the maximum continuous period is eligible for re-election or re-appointment after a period of two years from the date that the person last held office as a Director.

29 Disqualification and removal of Directors

- 29.1 A Director shall cease to hold office if:
- 29.1.1 they cease to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
 - 29.1.2 they are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - 29.1.3 the society that they were nominated by ceases to be a Voting Member of the Charity];
 - 29.1.4 they cease to be a member of a Voting Member;
 - 29.1.5 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 29.1.6 resign as a Director by notice to the Charity (but only if at least 12 Directors will remain in office when the notice of resignation is to take effect);
 - 29.1.7 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or
 - 29.1.8 is removed as a Director by ordinary resolution of the Charity.

30 Officers

30.1 The Directors will appoint from amongst the Directors and in accordance with any procedures in the By-laws the following officers:

30.1.1 President;

30.1.2 Secretary General; and

30.1.3 Treasurer.

30.2 The President, Secretary General and Treasurer shall be appointed at the first meeting of the Directors following the Annual General Meeting in an election year, or at any time a vacancy arises.

30.3 The Directors appointed as President, Secretary General or Treasurer will hold office until the conclusion of the Annual General Meeting in an election year.

30.4 No Director may serve as President for more than one term.

30.5 The Officers will have such powers and duties as determined by the Directors.

31 Company Secretary

31.1 The Directors shall appoint a Company Secretary.

31.2 The Company Secretary holds office on such terms and conditions and on such remuneration as the Directors determine.

31.3 The Directors may remove any Company Secretary so appointed.

31.4 The Company Secretary has such powers and duties as specified in these Articles, as required by the Act, and as determined by the Directors.

32 Remuneration of Directors

32.1 The Directors must not be paid any remuneration unless it is authorised by Article 7.

33 Proceedings of Directors

33.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- 33.2 The Company Secretary must call a meeting of the Directors if requested to do so by the President or any two Directors upon giving notice of at least 2 clear days to the other Directors.
- 33.3 Questions arising at a meeting shall be decided by a majority of votes.
- 33.4 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 33.5 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 33.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "**Present**" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 33.7 The quorum shall be 10 Directors or a majority of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- 33.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 33.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 33.10 The President, or the Secretary General in the President's absence, shall chair the meetings of the Directors.
- 33.11 In the absence of both the President or the Secretary General, the Directors shall appoint a Director to chair a meeting of the Directors.
- 33.12 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

- 33.13 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
- 33.14 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 33.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

34 Delegation

- 34.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 34.2 The Directors may impose conditions when delegating, including the conditions that:
- 34.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 34.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 34.3 The Directors may revoke or alter a delegation.
- 34.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

35 Validity of Directors' decisions

- 35.1 Subject to Article 35.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- 35.1.1 who was disqualified from holding office;
 - 35.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

35.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

35.1.4 the vote of that Director; and

35.1.5 that Director being counted in the quorum;

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

35.2 Article 35.1, does not permit a Director or Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 35.1, the resolution would have been void, or if the Director has not complied with Article 8.

36 Minutes

36.1 The Directors must keep minutes of all:

36.1.1 appointments of officers made by the Directors;

36.1.2 proceedings at meetings of the Charity;

36.1.3 meetings of the Directors and committees of Directors including:

(i) the names of the Directors present at the meeting;

(ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions.

37 Accounts

37.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

37.2 The Directors must keep accounting records as required by the Companies Acts.

38 Annual Report and Return and Register of Charities

38.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to the:

38.1.1 transmission of a copy of the statements of account to the Commission;

38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

38.1.3 preparation of an Annual Return and its transmission to the Commission.

38.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

39 Means of communication to be used

39.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the 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.

39.2 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.

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

39.3.1 must be in writing; or

39.3.2 must be given in electronic form.

39.4 The Charity may give any notice to a Member either:

39.4.1 personally; or

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

39.4.3 by leaving it at the address of the Member; or

- 39.4.4 by giving it in electronic form to the Member's address;
- 39.4.5 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 (or if it is to be held electronically, either entirely or partially, the details for joining the meeting), date and time of the meeting.
- 39.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 39.6 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.
- 39.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 39.8 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 section 1147 of the Companies Act 2006.
- 39.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 39.9.1 48 hours after the envelope containing it was posted; or
- 39.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

40 Indemnity and insurance

- 40.1 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the affairs of the Charity.

40.2 The Charity may provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

41 Rules

41.1 The Directors may from time to time make such reasonable and proper rules or By-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

41.2 The By-laws may regulate the following matters but are not restricted to them:

41.2.1 the admission of Members of the Charity (including the admission of societies to membership) and the rights and privileges of such Members, and the Members Fees;

41.2.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;

41.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

41.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;

41.2.5 the election of Directors;

41.2.6 generally, all such matters as are commonly the subject matter of company rules.

41.3 The Charity in general meeting has the power to alter, add to or repeal the rules or By-laws.

41.4 The Directors must adopt such means as they think sufficient to bring the rules and By-laws to the notice of Members of the Charity.

41.5 The rules or By-laws shall be binding on all Members of the Charity. No rule or By-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

42 Disputes

- 42.1 If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

43 Dissolution

- 43.1 The Voting Members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

43.1.1 directly for the Objects; or

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

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

- 43.2 Subject to any such resolution of the Voting Members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:

43.2.1 directly for the Objects; or

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

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

- 43.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Voting Members of the Charity (except to a Voting Member that is itself a charity, charitable organisation or organisation with charitable purposes) and if no resolution in accordance with Article 43.1 is passed by the Voting Members or the

Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

44 Interpretation

44.1 In Article 7, Article 9.2 and Article 35.2, “**Connected Person**” means:

- 44.1.1 a child, parent, grandchild, grandparent, brother or sister of the Director;
- 44.1.2 the spouse or civil partner of the Director or of any person falling within paragraph 44.1.1 above;
- 44.1.3 a person carrying on business in partnership with the Director or with any person falling within paragraph 44.1.1 or 44.1.2 above;
- 44.1.4 an institution which is controlled:
 - (i) by the Director or any Connected Person falling with paragraphs 44.1.1, 44.1.2 or 44.1.3 above; or
 - (ii) by two or more persons falling within paragraph 38.1.4(i) above, when taken together
- 44.1.5 a body corporate in which:
 - (i) the Director or any Connected Person falling within paragraphs 44.1.1 to 44.1.3 above has a substantial interest; or
 - (ii) two or more persons falling within sub-paragraph 44.1.5(i) above who, when taken together, have a substantial interest.
 - (iii) sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.