

MEMORANDUM AND ARTICLES OF ASSOCIATION
of
THE MYALGIC ENCEPHALOPATHY ASSOCIATION LTD

A company limited by guarantee Number 2361986
Registered in England

Registered Charity Number 801279

17th February 2007

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE MYALGIC ENCEPHALOPATHY ASSOCIATION LTD

1. Name of Company

The name of the Company is The Myalgic Encephalopathy Association Ltd, referred to in this document as "the charity".

2. Registered Office

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

3. Objects of the Charity

3.1 The Objects of the Charity are: -

- (a) To offer relief to persons of all ages with Myalgic Encephalopathy (ME) / Chronic Fatigue Syndrome (CFS) through the provision of information and
- (b) to further education in all aspects of the illness and
- (c) to support research and to publish the useful results of such research.

4. What the Charity may do

4.1 The Charity may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers: -

- (a) to provide managed and informed support on ME/CFS to all people involved;
- (b) to educate and work in partnership with statutory agencies and other organisations and individuals and increase knowledge of ME/CFS both at home and abroad;
- (c) to promote, encourage and undertake study or research for the benefit of the health, social well being and education of people with ME/CFS and disseminate the results of such;
- (d) to promote and advertise the Charity's activities;
- (e) to produce, print and publish anything in written, oral or visual media in furtherance of the objects;
- (f) to employ and pay any employees, officers, servants and professional or other advisers not being members of the Board of Trustees;
- (g) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants;

- (h) to provide or procure the provision of services, training, consultancy, advice, support, counselling and guidance in furtherance of the Objects or any of them;
- (i) subject to any consent required by law to buy, take on lease, sell, lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- (j) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Charity may need for its Objects;
- (k) subject to any consents required by law to raise funds and borrow monies, invite and receive contributions or grants, or enter into contracts, seek subscriptions or raise monies in any other way;
- (l) to invest any money that the Charity does not immediately need in any investments, securities or properties;
- (m) to undertake any charitable trust or any charitable agency business which may promote the Charity 's Object;
- (n) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Charity or the trade is temporary and ancillary to the carrying out of the Objects of the Charity;
- (o) to raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (p) to establish, support, affiliate or join with any charitable companies, institutions, societies or associations whose Objects are the same as or similar to its own;
- (q) to purchase or otherwise acquire any of the property or assets of the charities, institutions, societies or associations with which the Charity is authorised to join, and perform any of their engagements;
- (r) to open and operate banking accounts and other banking facilities in the name of the Charity;
- (s) to enter into any arrangements with any government bodies, authorities or any person, company or association necessary to promote any of the Charity 's Objects;
- (t) to insure any risks arising from the Charity s activities;
- (u) to pay all the expenses and costs of establishing this Charity.

5. Use of income and property

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of its 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 and no member of the Board of Trustees 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 shown below under 'Allowed Payments'.

6. **Allowed Payments**

6.1 The Charity may pay: -

- (a) Reasonable and proper payment to any officer or servant of the Charity who is not a member of its Board of Trustees for any services to the Company;
- (b) Interest on the money lent by any member of the Charity or its Board of Trustees. The annual rate of interest must not be more than 2% below the base rate of the charity's bank or a rate of 3% whichever is the greater;
- (c) Reasonable out-of-pocket expenses to any member of the Board of Trustees;
- (d) Reasonable and proper payment to a company of which a member of the Board of Trustees holds not more than a hundredth of the capital;
- (e) Reasonable and proper rent of premises demised or let by any member of the Charity or its Board of Trustees;
- (f) Any premium in respect of any indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity; provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as Trustees of the Charity ;
- (g) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Charity or the Board of Trustees shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member.

7. **Limited Liability**

7.1 The liability of the members is limited.

8. **Guarantee by Members of the Charity**

- 8.1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if:
- (a) The Charity is wound-up while he or she is a member or within a year afterwards; and
 - (b) The Charity has debts and liabilities, which it cannot meet out of its assets.

9. Winding-up of the Charity

- 9.1 If the Charity is wound-up or dissolved, and there remains any property after all
- 9.2 debts and liabilities have been met, the property must not be distributed among the members of the Charity. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Charity and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.
- 9.3 The institutions will be chosen by the members of the Charity at or before the time when the Charity is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

10. Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association.

Signatures, addresses and occupations of Subscribers

Dated this day of 2001

Witness to the above signatures

Name:

Address:

Occupation:

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE MYALGIC ENCEPHALOPATHY ASSOCIATION LTD

1. **Meaning of Words,**

1.1 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: -

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
The Charity	The Myalgic Encephalopathy Association Limited
The Articles	These Articles of Association
The Board of Trustees	The Board of the Charity whose members are the trustees of the Charity and as such are charity trustees
Board Meeting	This expression includes all meetings of the Board of Trustees whether such meetings are physical or by video conferencing or internet video facility or similar electronic method allowing simultaneous visual and audio participation or by telephone conferencing
The Office	The registered office of the Charity
The Seal	The common seal of the Charity
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

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

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Charity

will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

2. **The Constitution of the Charity; Rights of Inspection by Members**

2.1 The Charity is established for the Objects shown in the Memorandum of Association.

3. **Members**

3.1 The number of members of the Charity is unlimited.

3.2 The Charity must keep at the Office a register of members showing their name, address and date of membership.

3.3 The register is available for inspection by members.

4. **Membership**

Membership is open to the following: -

4.1 Individual Members

- (a) The Subscribers;
- (b) Anyone aged 18 or over that the Board of Trustees decides to admit to membership;
- (c) Anyone aged less than 18 years that the Board of Trustees decides to admit to Honorary Associate Membership and who have no voting rights.

4.2 Corporate Members

- (a) Corporate Members are the organisations whom the Board of Trustees decides to admit to membership;
- (b) When an Organisation becomes a Corporate Member it must give a copy of its constitution (if any) to the Charity;
- (c) Each Corporate Member has the right to appoint one representative. At any time by giving notice in writing to the Charity, the Corporate Member can cancel the appointment of its representative and appoint another instead. The Corporate Member must confirm the name of its representative at the Charity's request. The representative has the right to attend and to vote at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority;
- (d) Corporate Members stop being members in the same way as Individual Members stop being members.

4.3 At the discretion of the Board of Trustees, individual or corporate bodies can be granted honorary membership. Honorary members have no voting rights.

5. No transfer of Membership

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

6. Ending of Membership

6.1 A member stops being a member of the Charity if: -

- (a) the member resigns from membership by giving notice in writing to the Charity;
- (b) membership is ended under Article 7;
- (c) the member's subscription (if any) remains unpaid three months after it is due and the Board of Trustees resolves to end that person's membership.

6.2 However, the Board of Trustees may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

7. Removal from Membership

7.1 The Board of Trustees may suspend the rights of any member by giving him or her notice in writing of the suspension.

7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Charity against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Board of Trustees. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8. General Meetings

8.1 Each year, the Charity must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Charity after which not more than 15 months must pass between one annual general meeting and the next. Except as provided at Article 12, all matters for discussion at the annual general meeting shall be deemed special.

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Board of Trustees may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members of the Board of Trustees or 5% of the members of the Charity request it.

11. **Notice of General Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Charity must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details of the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed: -

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it; or
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Charity members who have voting rights.

12. **Ordinary and Special Business at General Meetings**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Board of Trustees and Auditors, the election of members of the Board of Trustees in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. **Quorum**

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 5.

14. **Adjournment if no Quorum**

14.1 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 another way, the meeting must be adjourned to another day, time and place as the Board of Trustees may decide.

14.2 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.

15. **Chairperson**

15.1 The Chairperson (if any) of the Board of Trustees must preside as Chairperson at every general meeting of the Charity. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Board of Trustees present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

16.1 If at any meeting no member of the Board of Trustees is willing to act as Chairperson or if no member of the Board of Trustees is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson 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. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 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 or of the business to be done at it.

18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on completion of voting cards. Proxy votes are not allowed. Subject to Article 18.3, postal votes are allowed.

18.2 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

18.3 All postal votes must be received by the Company Secretary at least seven clear days before the holding of an annual or extraordinary general meeting takes place. Any votes received after that time will be deemed null and void.

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson'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.

19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business, which is not the subject of a poll, may be dealt with before or during the poll.

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

21. Written Agreement to Resolution

21.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members entitled to receive notice to attend general meetings;
- (c) it may consist of two or more documents in identical form signed by members.

22. Management by members of the Board of Trustees

22.1 The business of the Charity is managed by the Board of Trustees. 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 general meeting of the Charity. The members of the Board of Trustees are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

22.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one, which invalidates any prior act of the members of the Board of Trustees, which would otherwise have been valid.

23. Payment of Subscriptions

23.1 All members must pay the subscriptions that the Board of Trustees may decide from time to time.

24. Cheques and Bills etc

24.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Charity shall indicate the name of the Charity in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Board of Trustees decides from time to time and cheques shall be signed by two Board of Trustees members unless the Board of Trustees otherwise decides.

25. Indemnity of members of the Board of Trustees

25.1 In the management of the affairs of the Charity no member of the Board of Trustees shall be liable for any loss to the property of the Charity arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

25.2 The Charity may provide indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act of omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such instance shall not extend to the cost of an unsuccessful

defence to a criminal prosecution brought against the Board of Trustees in their capacity as Trustees of the Charity.

26. Payment of reasonable expenses to members of the Board of Trustees

26.1 The members of the Board of 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 save as permitted in the Memorandum of Association.

27. The Keeping of Minutes

27.1 The Board of Trustees must have minutes entered in the minute books: -

- (a) of all appointments of officers by the Board of Trustees;
- (b) of the names of the members of the Board of Trustees present at each of its meetings and of any sub-committee or group of the members of the Board of Trustees;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Charity;
 - (ii) The Board of Trustees;
 - (iii) Sub-committees of the Board of Trustees;
 - (iv) Working Groups;
 - (v) Steering Groups.

28. The Make-up of the Board of Trustees.

28.1 The first Board of Trustees consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Charity is formed or appointed by them. They hold office until the first annual general meeting. After that, the Board of Trustees consists of: -

- (a) not less than four, nor more than eight persons, elected by individual and corporate members; all such persons being current members of the Charity and whose subscriptions are up to date. No members shall be elected unless they receive 25% of all of the votes cast, and, for the avoidance of doubt, this requirement shall also apply in the case where there are fewer nominees than there are vacancies on the Board of Trustees
 - (b) not more than three additional members co-opted at any time by the Board of Trustees;
 - (c) no member of the Board of Trustees can be a member of the governing body of another national ME/CFS patient support charity but this shall not prevent membership of the governing body of a regional ME/CFS charity or of a medical research ME/CFS charity” at the same time;
 - (d) The Board shall comprise people with ME/CFS, carers and other interested parties.
- 28.2 (a) Not less than eight weeks prior to the annual general meeting, the Company Secretary shall write to members seeking nominations for elected positions. No one may stand unless a written notice nominating them is received by the

Company Secretary at least six weeks prior to the AGM. Members may nominate themselves or seek or receive, with prior agreement, nomination by a third party. Voting elections shall be by postal vote (subject to Article 18.3) and/or secret ballot at the AGM. Where both a postal vote and a secret ballot are held then votes cast in the postal vote shall be added to those cast in the secret ballot. In each voting election only one vote per member will be counted towards the total of votes cast.

- 28.2 (b) The Board of Trustees will have the right to take up references and undertake interviews of nominees to the Board of Trustees and to make recommendations and provide information to the members of the Charity concerning any nominee

29. Retirement of Trustees by Rotation

- 29.1 At each annual general meeting one-third of the currently elected Board of Trustees who are subject to retirement by rotation shall retire but all are eligible for re-election. Those longest in office since election shall retire first. In the case of an equal period of service, in default of agreement between the members, those to be retired shall be selected by lot. If their number is not a multiple of three the number nearest to one-third shall retire from office but, if there is only one trustee who is subject to retirement by rotation he shall retire.

30. Notification of Change of Members of the Board of Trustees to the Registrar of Companies

- 30.1 All appointments, retirements or removals of Trustees must be notified to the Registrar of Companies.

31. Filling vacancies in the membership of the Board of Trustees and Co-option

- 31.1 The Board of Trustees can appoint anyone to fill a vacancy in the membership of the Board of Trustees. They will hold office until the next annual general meeting at which time they will stand down. They will be eligible for election to the Board of Trustees in accordance with the provisions contained herein. On standing down as a co-opted member they will not be included in the number of trustees retiring by rotation as provided for in Article 29.1 hereof.

32. Ending of Board of Trustees Membership

- 32.1 A member of the Board of Trustees must cease to be a member if he or she: -
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (b) becomes barred from membership of the Board of Trustees because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - (d) resigns the office by notice in writing to the Charity but only if at least two members of the Board of Trustees will remain in office when the resignation takes effect; or

(e) is directly or indirectly involved in any contract with the Charity and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or

(f) is removed from office.

33. Removal of a member of the Board of Trustees by a General Meeting

33.1 A general meeting of the Charity may remove any member of the Board of Trustees before the end of his or her period of office whatever the rest of these Articles or any agreement between the Charity and the member may say.

33.2 Removal can take place only by the Charity passing an ordinary resolution saying so. At least 28 days' notice must be given to the Charity and at least 21 days' notice to the membership. Once the Charity receives such notice it must immediately send a copy to the member of the Board of Trustees concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

34. Removal of a member of the Board of Trustees by the Board of Trustees

34.1 If a member of the Board of Trustees fails to attend three consecutive meetings of the Board of Trustees, the Board of Trustees may resolve that he or she be removed from the Board of Trustees for good and sufficient reason. The member must be given at least 21 days' notice in writing of the resolution and that person has a right to be heard before a vote is taken.

34.2 If two of the Board of Trustees propose a vote of no confidence in a member of the Board, he or she can be removed provided a simple majority of the Board agrees.

35. Meetings of the Board of Trustees

35.1 The Board of Trustees may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles. A meeting of the Board of Trustees may be held either in person or by suitable electronic means (including telephone conference calls) agreed by the Board of Trustees in which all participants may communicate with all the other participants. Minutes of any meeting held via telephone conference will be ratified at the next full meeting of the Board of Trustees.

35.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.

35.3 A member of the Board of Trustees may summon a meeting of the members of the Board of Trustees.

35.4 Notice of a meeting will be sent to all members of the Board of Trustees at their UK address and no other place unless formally notified to the Secretary at least twenty-one days before the meeting.

36. Officers of the Board of Trustees

36.1 The Board of Trustees may elect, from amongst their number, a Chairperson, Secretary, Treasurer, President, Vice President, Patrons and any other officers that it wishes.

37 Quorum of the Board of Trustees

37.1 A general meeting of the Charity must fix the quorum necessary for business to be done at a Board of Trustees meeting. The quorum must be at least a third of the membership of the Board of Trustees subject to a minimum of three.

38 Vacancies on the Board of Trustees

38.1 The Board of Trustees may act despite any vacancy on the board. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Charity.

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

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

40. Validity of Acts Done at Meetings

40.1 It may be discovered that there was some defect in the appointment of a member of the Board of Trustees or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Board of Trustees is as valid as if there were no defects or disqualification.

41. Delegation of Board of Trustees Powers to Sub-Committees, Working Groups, Steering Groups

41.1 The Board of Trustees may delegate the administration of any of its powers to Committees or other groups consisting of two or more of its members. A subcommittee or group must conform to any regulations that the Board of Trustees imposes on it.

41.2 The members of the Board of Trustees on the sub-committee or groups may (unless the Board of Trustees directs otherwise) co-opt any person or people to serve on the sub-committee or group.

41.3 All acts and proceedings of the sub-committee or group must be reported to the Board of Trustees as soon as possible.

42. Chairperson of Sub-Committees, Working Groups, Steering Groups

42.1 A sub-committee or group may elect a Chairperson of its meetings if the Board of Trustees does not nominate one.

42.2 If at any meeting the sub-committee's or group's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting. That Chairperson has a casting vote.

43 Meetings of Sub-Committees, Working Groups, Steering Groups

43.1 A sub-committee or group may meet and adjourn whenever it chooses.

43.2 Questions at the meeting must be decided by a majority of votes of the members present.

43.3 The sub-committee or group must have minutes entered in minute's books. Copies of these minutes must be given to all members of the Board of Trustees.

COMPANY SECRETARY

44. Appointment and Removal of the Company Secretary

44.1 The members of the Board of Trustees appoint the Company Secretary. They decide his or her period of office, pay (if not a member of the Board of Trustees) and conditions of service. They may also remove the Company Secretary.

45 Actions of Trustees and Company Secretary

45.1 The Act says that some actions must be taken both by a member of the Board of Trustees (a Trustee) and by the Company Secretary. If one person is both a member of the Board of Trustees and the Company Secretary, it is not enough for him or her to do the action first as a Board of Trustees member and then as Company Secretary.

46 The Seal

46.1 If the Charity shall decide to use a Company Seal the Board of Trustees must provide safe custody of the Seal.

46.2 The Seal may only be used as the authority of the Board of Trustees or of a sub-committee or group authorised by the Board of Trustees to use it.

46.3 Everything to which the Seal is affixed must be: -

- (a) signed by a member of the Board of Trustees; and
- (b) countersigned by the Company Secretary or by a second member of the Board of Trustees or by some other person appointed by the Board of Trustees for that purpose.

ACCOUNTS

47. Proper Accounts must be kept

47.1 The Board of Trustees must have proper books of account kept in accordance with the law. In particular, the books of account must show: -

- (a) all amounts received and spent by the Charity, and for what;
- (b) all sales and purchases by the Charity
- (c) the assets and liabilities of the Charity.

47.2 The books of account must give a true and fair view of the state of the Charity's affairs and explain its transactions. Otherwise they are not proper books of account.

48. Books must be kept at the Office

48.1 The books of account must be kept at the Registered Office of the Charity or at other places decided by the Board of Trustees. The books of account must always be open to inspection by members of the Board of Trustees.

49. Inspection of Books

49.1 The Board of Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Board of Trustees. A member who is not on the Board of Trustees may only have the right to inspect a book of account or document of the Charity if the right is given by law or authorised by the Board of Trustees or a general meeting.

50. Profit and Loss Account and Balance Sheets

50.1 The Board of Trustees must, for each accounting reference period, put before a general meeting of the Charity: -

- (a) any statement of financial activities and income and expenditure accounts;
- (b) a report by the Board of Trustees on the state of the Charity as required by the law;
- (c) a balance sheet; and
- (d) such other reports, statements or accounts as are from time to time required by

50.2 The Board of Trustees must file with the Companies Registrar and the Charity Commission those documents required to be submitted by statute.

51. Copies for Members

51.1 The Charity shall provide to its members all financial and related information required by law and in such a format as the law allows".

52. Appointment of Reporting Accountants or Auditors

52.1 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.

53. Service of Notices

53.1 The Charity may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom, which he or she has given the Charity for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

54. Accidental Omission of Notice

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

55. Who is entitled to Notice of General Meetings

55.1 Notice of every general meeting must be given to: -

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of the Charity;
- (c) all members of the Board of Trustees; and
- (d) all those with rights of nomination to the Board of Trustees (if any).

55.2 No-one else is entitled to receive notice of general meetings.

56. Alteration of the Articles

56.1 The Charity may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

56.2 No alteration may be made to an article, which directs or restricts the way monies or property of the Charity may be used without the Charity Commission's prior written approval.

57. Dissolution of the Charity

57.1 The Board of Trustees or a general meeting may decide at any time to dissolve the Charity. The Charity shall then call a meeting of all members and those entitled to notice of general meetings.

57.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.