



## THE INSTITUTION OF ENVIRONMENTAL SCIENCES MEMORANDUM OF ASSOCIATION

*(Last amended by special resolution passed 3rd April 2017)*

- 1 The company's name is THE INSTITUTION OF ENVIRONMENTAL SCIENCES LIMITED (and in this document, it is called the Charity).
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects (the Objects) are to advance the education of the public in the environmental sciences.

Provided that the Institution shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institution would make it a Trade Union.

- 4 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) 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 36 and 37 of the Charities Act 1993;
  - (d) 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. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (j) 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 clause 5 and provided it complies with the conditions in that clause;

- (k) 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;
- (l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;
- (m) 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;
- (n) to act as a body to provide for full consultation and co-operation on matters of public and professional interest concerning the environmental sciences and other environmental matters.
- (o) to promote disciplinary, inter-disciplinary and multi-disciplinary studies of the environment.
- (p) to promote the co-ordination of education and research in the environmental sciences.
- (q) to promote local, national and international public interest, awareness and involvement in the problems of the world environment including the causes, effects and the possible solutions to such problems. To liaise and co-operate with individual persons, national or international agencies or statutory authorities for the purpose of achieving the said object.
- (r) to establish standards of competence and ethical codes of practice for those professionally concerned with inter-disciplinary environmental work, education or studies as a basis against which the public may judge what can be expected of individual professional members of the Institution and for the said members to know what standards of learning, competence and professional experience are expected of them.
- (s) to disseminate information on all matters relating to the environmental sciences and to establish, print, publish in hard copy, electronic form or other storage or transmission medium, issue and circulate such papers, codes of practice, journals, magazines, books, periodicals and publications.



- (t) to hold meetings, conferences and seminars at local, national and international level as may be thought necessary or advisable to further or attain the Objects of the Institution.
  - (u) to do all such other things as are necessary for the attainment of the above Objects.
  - (2) The liabilities referred to in sub-clause (1)(l) are:
    - (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
    - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
  - (3) (a) The following liabilities are excluded from sub-clause (2)(a):
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
    - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
  - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) 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.
  - (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) 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.

Providing that nothing herein shall prevent payment in good faith, of reasonable and proper remuneration to any officer or servant of the Charity, or to any member of the Charity in return for any service actually rendered to the Charity (nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or



reasonable and proper rent for premises demised or let by any member to the Charity) but so that no member of the Council or Director shall be appointed to any salaried office of the Charity, or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any member of the Council or Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Charity provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council or Director may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

- 6 The liability of the members is limited.
- 7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 8 If upon winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions, having objects similar to the Objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity or by virtue of Clause 5 of these presents, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.



# ARTICLES OF ASSOCIATION

*(Last amended by special resolution passed 3rd April 2017)*

## Interpretation

1 In these articles and any bye-laws or rules made hereunder:

“the Act” means the Companies Act 1985;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

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

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

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

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

“the Council” means the Council of the Charity constituted in accordance with the bye-laws of the Charity and these Articles;

“the memorandum” means the memorandum of association of the Charity;

“officers” includes the Directors and the secretary;

“the seal” means the common seal of the Charity if it has one;

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

“the Directors” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“the United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.



## **Members**

- 2 (1) Membership is open to individuals or organisations who:
- (a) apply to the Charity in the form required by the Council; and
  - (b) are approved by the Council.
- (2) (a) The Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Council must consider any written representations the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Council must keep a register of names and addresses of the members.

## **Classes of Membership**

- 3 (1) The Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Council may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **Termination of Membership**

- 4 Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
  - (3) any sum due from the member to the Charity is not paid in full within such period of time as the Council may from time to time determine;
  - (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:



- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### **General meetings**

- 5 (1) An annual general meeting must be held in each consecutive year and not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The Council may call an extraordinary general meeting at any time.

### **Notice of general meetings**

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
  - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
  - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
  - in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- (3) The notice must specify the date time and place of 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.
- (4) The notice must be given to all the members and to the Council members and Directors and auditors.
- 8 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.

### **Proceedings at general meetings**

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:



- 15 members entitled to vote upon the business to be conducted at the meeting;  
or
  - one tenth of the total membership at the time  
whichever is the lower.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 10 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;  
or
  - (b) during a meeting a quorum ceases to be present;  
the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) 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.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) 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.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.





- 13 (1) 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
- (a) by the person chairing the meeting; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) 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.
- (3) (a) 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.
- (b) 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.
- (4) (a) 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 for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

### **Votes of members**



- 16 (1) Subject to Articles 3 and 14 and the next paragraph, each Fellow, Full Member and Associate Member, shall have one vote, except for Honorary Fellows and Honorary Members.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 17 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.
- 18 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### **Directors and/or Council Members**

- 19 (1) A Director and/or Council Member must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director or a Council Member if he or she would be disqualified from acting under the provisions of Article 31.
- 20 The number of Directors or Council Members with a power to vote shall be not less than fifteen nor more than twenty unless otherwise determined by ordinary resolution.
- 21 The Directors shall all be voting Members of the Council and no person shall be a voting Member of the Council unless he or she is at that time a Director.
- 22 A Director and/or Council Member may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors or Council.

#### **Powers of Directors/Council**

- 23 (1) The Council 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 Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors or the Council.



- (3) Any meeting of Directors or Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors or Council as the case may be.

#### **Retirement of Directors and/or Council Members**

- 24 At each annual general meeting one-third of the Directors and Council Members with a power to vote or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director/Council Member he or she must retire.
- 25 (1) The Directors and Council Members with a power to vote who are to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors or voting Council Members became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director or a voting Council Member is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

#### **The Appointment of Directors and/or voting Council Members**

- 26 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director and/or voting Council Member; and
  - determine the rotation in which any additional Directors and/or voting Council Members are to retire.
- 27 No person other than a Director or Council Member retiring by rotation may be appointed a Director or Council Member at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors and Council Members with a power to vote; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Director/Council Member
  - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution



to be put to the meeting to appoint a Director/Council Member other than a Director/Council Member who is to retire by rotation.

- 29 (1) The Directors or the Council may appoint a person who is willing to act to be a Director/Council Member.
- (2) A Director/Council Member appointed by a resolution of the other Directors/Council Members must retire at the next annual general meeting and must not be taken into account in determining the Directors or Council Members who are to retire by rotation.
- 30 The appointment of a Director/Council Member, whether by the Charity in general meeting or by the other Directors or Council Members, must not cause the number of Directors or Council Members to exceed any number fixed as the maximum number of Directors or Council Members.

#### **Disqualification and removal of Directors/Council Members**

- 31 A Director or voting Council Member shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
  - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a member of the Charity;
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) resigns as a Director or Council Member by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the Directors or Council Members from all their meetings held within a period of six consecutive months and the Directors/Council Members resolve that his or her office be vacated.

#### **Directors' and/or Council Members' remuneration**

- 32 The Directors or Council Members must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

#### **Proceedings of Directors/Council**

- 33 (1) The Directors and/or Council may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director or Council Member may call a meeting of the Directors or the Council as the case may be.
  - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.



- (5) All duly convened meetings of the Council shall also constitute duly convened meetings of the Directors.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34 (1) No decision may be made by a meeting of the Directors or the Council unless a quorum is present at the time the decision is purported to be made.
- (2) (a) The quorum for a meeting of Directors shall be five or the number nearest to one third 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.
- (b) The quorum for a meeting of the Council shall be five members entitled to vote or the number nearest to one third of the total number of voting Council Members whichever is the greater or such larger number as may be decided from time to time by the Council.
- (3) A Director or Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Director or Council Member is not entitled to vote.
- 35 If the number of Directors or Council Members is less than the number fixed as the quorum, the continuing Directors or Director or continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 36 (1) The Directors or the Council Members shall appoint a Director/Council Member to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or the Council 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/Council Members present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors or of the Council shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors or the Council
- 37 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or Council or of a committee of Directors or Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or Council or (as the case may be) a committee of Directors or Council duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors or Council Members as the case may be.

## **Delegation**



- 38 (1) The Directors or the Council may delegate any of their powers or functions to a committee of two or more Directors or Council Members but the terms of any delegation must be recorded in the minute book.
- (2) The Directors or the Council may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors or the Council.
- (3) The Directors or the Council may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors and/or the Council.
- 39 A Director and/or Council member must absent himself or herself from any discussions of the Directors or the Council 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).
- 40 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors or Council, or of a committee of Directors or Council members, shall be valid notwithstanding the participation in any vote of a Director or Council member:
- who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Director or Council member; and
  - that Director or Council member being counted in the quorum;
- the decision has been made by a majority of the Directors or voting Council members at a quorate meeting.
- (2) Paragraph 40(1) does not permit a Director or Council Member to keep any benefit that may be conferred upon him or her by a resolution of the Directors or the Council or of a committee of Directors or of the Council if, but for paragraph 40(1), the resolution would have been void, or if the Director/Council Member has not complied with article 39.

### **Seal**

- 41 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine



who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

### **Minutes**

- 42 The Directors and/or the Council must keep minutes of all:
- (1) appointments of officers made by the Directors or the Council;
  - (2) proceedings at meetings of the Charity;
  - (3) meetings of the Directors or Council and committees of Directors or Council including:
    - the names of the Directors or Council members as the case may be present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate the reasons for the decisions.

### **Accounts**

- 43 (1) The Directors and the Council must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.
- (2) The Directors and the Council must keep accounting records as required by sections 221 and 222 of the Act.

### **Annual Report and Return and Register of Charities**

- 44 (1) The Directors and the Council must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
  - (b) the preparation of an annual report and its transmission to the Commission;
  - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors and the Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 45 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
  - (2) must be given using electronic communications.
- 46 (1) The Charity may give any notice to a member either:
- (a) personally; or



- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (2) 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.
- 47 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.
- 48 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

- 49 The Charity shall indemnify every Director or Council member 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 Council Member or in which the Director or Council Member is acquitted or in connection with any application in which relief is granted to the Director or Council Member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

- 50 (1) The Council may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) 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;





- (d) the procedure at general meetings and meetings of the Directors or the Council in so far as such procedure is not regulated by the Act or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
  - (4) The Council must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
  - (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.