

Company number: **05685735**

The Companies Acts 1985 to 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF
THE SOCIETY FOR CARDIOTHORACIC SURGERY IN GREAT BRITAIN AND IRELAND

Adopted pursuant to a special resolution dated 28 March 2024

1. Interpretation

1.1 In the Articles, unless the context indicates another meaning:

“Affiliate Members” has the meaning given to it in Article 11.4;

“AGM” means an annual general meeting of the Charity;

“Appointed Trustees” has the meaning given to it in Article 13.2;

“Articles” means the Charity’s articles of association;

“Associate Members” has the meaning given to it in Article 11.4;

“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Honorary Secretary;

“Charities Act” means the Charities Act 2011 (as re-enacted or modified from time to time);

“Charity” means the Society for Cardiothoracic Surgery in Great Britain and Ireland (company number: 05685735);

“charity trustee” has the meaning prescribed by section 177 of the Charities Act;

“clear day” means twenty-four (24) hours from midnight following the relevant event;

“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 (as re-enacted or modified from time to time);

“connected person” means

- (i) a child, parent, grandchild, grandparent, brother or sister of that Trustee;
- (ii) the spouse or civil partner of that Trustee or of any person falling within (i) above;
- (iii) a person carrying on business in partnership with that Trustee or with any person falling within (i) or (ii) above;
- (iv) an institution which is controlled (whether directly or through one or more nominees):

- (1) by that Trustee or any person falling within (i), (ii) or (iii) above; or
- (2) by two or more persons falling within (1) above, when taken together;
- (v) a body corporate in which:
 - (1) that Trustee or any person falling within (i), (ii) or (iii) or (iv) above has a substantial interest; or
 - (2) two or more persons falling within (1) above who, when taken together, have a substantial interest,

and sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;

“Consultant Members” has the meaning given to it in Article 11.4;

“custodian” means a person or body who undertakes safe custody of assets or of documents or records relating to them;

“EGM” means an extraordinary general meeting of the Charity;

“Elected Trustees” has the meaning given to it in Article 13.2;

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

“financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“financial year” means the Charity’s financial year;

“firm” includes a limited liability partnership;

“Full Members” has the meaning given to it in Article 11.4;

“indemnity insurance” means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty, obtained in accordance with, and subject to the conditions in section 189 of the Charities Act;

“informal member” refers to a supporter who may be called a ‘member’ but is not a member of the Charity;

“material benefit” means a benefit which may not be financial but has a monetary value;

“member” and **“membership”** refers to the membership of the Charity;

“month” means calendar month;

“NAHP Members” has the meaning given to it in Article 11.4;

“nominee company” means a corporate body registered or having an established place of business in England and Wales;

“Non-Consultant Trustees” has the meaning given to it in Article 13.2;

“Objects” means the Objects of the Charity as defined in Article 4 of the Articles;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006 (where applicable, ‘members’ in this section means the Full Members);

“**Special Resolution**” has the meaning given in section 283 of the Companies Act 2006 (where applicable, ‘members’ in this section means the Full Members);

“**TAD Members**” has the meaning given to it in Article 11.4;

“**taxable trading**” means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

“**Trainee Members**” has the meaning given to it in Article 11.4;

“**Trustee**” means a director of the Charity and “**Trustees**” means the directors; and

“**year**” means calendar year.

1.2 Except where the context specifically requires otherwise, words importing the singular shall be treated as importing the plural and vice versa.

1.3 Expressions defined in the Companies Acts have the same meaning.

1.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2. Name

The name of the Charity is The Society for Cardiothoracic Surgery in Great Britain and Ireland.

3. Registered Office

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

4. Objects

The Objects are:

4.1 To advance science in the field of cardiothoracic surgery for the benefit of the public by:

(1) encouraging and promoting excellence in the practice of cardiothoracic surgery;

(2) encouraging innovation in and scientific understanding of cardiothoracic surgery;

(3) promoting, undertaking, encouraging and assisting in research in cardiothoracic surgery;

(4) advancing the education of the public in cardiothoracic surgery.

4.2 To further any other charitable purpose or charitable purposes as recognised in English law relating to the practice of cardiothoracic surgery.

5. Powers

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 To promote or carry out research.

5.2 To provide advice.

- 5.3 To publish or distribute information, including, but not limited to, good standards of practice in cardiothoracic surgery and standards and guidelines relating to training in cardiothoracic surgery.
- 5.4 To co-operate with other charities, bodies and statutory authorities, including, but not limited to, the Department of Health, the General Medical Council, the Care Quality Commission, the National Institute for Health and Care Excellence, medical Royal Colleges, other specialty associations, and professional media; and develop formal links with such bodies, where appropriate, and to exchange information and advice with them.
- 5.5 To establish or support any charities, associations or institutions formed for any of the charitable purposes included in the Objects.
- 5.6 To raise funds (including donations) (but not by means of taxable trading and must comply with any relevant statutory regulations).
- 5.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 5.8 To acquire or hire property of any kind, and to maintain and equip it for use.
- 5.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 5.10 To make grants or loans of money and to give guarantees.
- 5.11 To set aside funds for special purposes or as reserves against future expenditure.
- 5.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 5.13 To delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) every transaction is reported promptly to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Trustees.
- 5.14 To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 5.15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.

- 5.16 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 5.17 Subject to Article 10, to pay for indemnity insurance for the Trustees.
- 5.18 Subject to Article 6, to employ paid or unpaid agents, staff or advisers.
- 5.19 To enter into contracts to provide services to or on behalf of other bodies.
- 5.20 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 5.21 To pay the costs of forming the Charity.
- 5.22 To do anything else within the law which promotes or helps to promote the Objects.

6. Benefits to Members and Trustees

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:
 - (1) members who are not Trustees may be employed by or enter into contract with the Charity and receive reasonable payment for goods or services supplied;
 - (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity.
- 6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - (1) as mentioned in Articles 5.17 (indemnity insurance), 6.1(2) (interest), 6.1(3) (rent) or 6.3 (contractual payments);
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - (5) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 6.3 A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
 - (1) the goods or services are actually required by the Charity;
 - (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in Article 6.4; and
 - (3) no more than one half of the Trustees are interested in such a contract in any financial year.

- 6.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - (2) be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.

6.5 This Article may not be amended without the written consent of the Commission in advance.

7. Limited Liability

The liability of members is limited.

8. Guarantee

Every Full Member promises, that if the Charity is dissolved while he, she or it remains a Full Member (or within twelve (12) months of the termination of their membership as a Full Member), to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while he, she or it was a Full Member.

9. Dissolution

9.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approve in writing in advance.

9.2 A final report and statement of account must be sent to the Commission.

10. Indemnity

10.1 The Charity may indemnify a relevant Trustee against (or, in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011, pay for indemnity insurance in respect of) any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

10.2 In this Article, a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

11. Membership

11.1 The Charity must maintain a register of members.

11.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:

- (1) applies to the Charity in the form required by the Trustees;
- (2) is approved by the Trustees; and
- (3) pays the relevant subscription (if any).

11.3 The Trustees may:

- (1) establish, vary and disband classes of membership from time to time on such terms as they may think fit; and
- (2) prescribe to such classes of membership their respective privileges and duties and set the amounts of any subscriptions,

provided that only the Full Members shall be entitled to attend, vote and count in the quorum at general meetings and the Trustees may only vary the rights of any members to attend, vote and count in the quorum at general meetings if: (i) an Ordinary Resolution consenting to the variation is passed at a general meeting of the Full Members, or (ii) at least fifty (50) per cent of the Full Members consent in writing to the variation.

11.4 On the adoption of these Articles, the initial classes of membership shall comprise:

- (1) the “**Full Members**”, which shall comprise:
 - (a) the “**Consultant Members**”, which shall comprise members who are Consultant Surgeons and such other members as the Trustees may decide in each case;
 - (b) the “**Trainee Members**”, which shall comprise members who are Nationally Appointed Surgical Trainees (NTNs) and such other members as the Trustees may decide in each case;
- (2) the “**Associate Members**”, which shall comprise:
 - (a) the “**NAHP Members**”, which shall comprise members who are Nursing and Allied Health Professionals, Surgical Care Practitioners (Qualified) and Surgical Care Practitioners (Trainee) and such other members as the Trustees may decide in each case;
 - (b) the “**TAD Members**”, which shall comprise members who are Cardiothoracic Surgery Medical Practitioners, other Trust-Appointed Doctors (TADs) and such other members as the Trustees may decide in each case; and
- (3) the “**Affiliate Members**”, which shall comprise all other members (including, but not limited to, informal members, students, Patrons or Honorary Members (appointed pursuant to the mechanism in Article 12.7(6)), Allied Medical Professionals, overseas-trained TADs in their first year of membership and overseas Nursing and Allied Health Professionals) and any such other members as the Trustees may decide in each case.

11.5 Membership is terminated if the member concerned:

- (1) gives written notice of resignation to the Charity;
- (2) dies or (in the case of an organisation) ceases to exist;

- (3) is more than six (6) months in arrears in paying the relevant subscription (if any); or
- (4) is terminated as a member by a resolution of the Trustees (made in accordance with Article 14). The decision to terminate shall be taken by the Trustees in their absolute discretion and such a decision of the Trustees shall be final.

11.6 Membership of the Charity is not transferable.

12. General Meetings

12.1 Full Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Honorary Secretary at least twenty-four (24) hours before the general meeting.

12.2 General meetings are called on at least fourteen (14) clear days' written notice. The notice must:

- (1) specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting virtually;
- (2) the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution;
- (3) contain a statement setting out the right of Full Members to appoint a proxy under section 324 of the Companies Act 2006; and
- (4) be given to all the Full Members, to all the Trustees and, if any, the Charity's auditors.

12.3 A general meeting may be called by the Trustees at any time and must be called within twenty-eight (28) days of a written request from at least twenty (20) Full Members.

12.4 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.

12.5 No business shall be transacted at any general meeting unless a quorum is present. The quorum for a general meeting is thirty-five (35) Full Members present in person (physically or, where applicable, virtually) or by proxy. A general meeting may be held either in person or by electronic means (e.g. conference call, video conference) as determined by the Trustees provided that all participants may communicate simultaneously with all the other participants.

12.6 The President or (if the President is unable or unwilling to do so) some other Full Member elected by those present shall chair the general meeting.

12.7 Every Member present in person or by proxy shall have one vote. Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.

12.8 Except for the person who is chairing the meeting, who has a casting vote in the instance of a tie vote, every Full Member present in person or by proxy has one vote on each issue. No other members, including (without limitation) the Associate Members and the Affiliate Members, shall have voting rights in general meetings. 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.

12.9 The Charity must hold an AGM in every year.

12.10 At an AGM, the Full Members:

- (1) receive the names of the President, President-Elect and any Elected Trustees duly elected pursuant to Article 13;
- (2) receive the accounts of the Charity for the previous financial year;
- (3) receive the Trustees' report on the Charity's activities since the previous AGM;
- (4) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- (5) appoint (if required) auditors for the Charity;
- (6) may confer on any individual (with his or her consent) the honorary title of Patron or Honorary Member of the Charity; and
- (7) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

12.11 Any general meeting which is not an AGM is an EGM. An EGM may be called at any time by the Trustees (in accordance with Article 12.2) and must be called within twenty-eight (28) clear days on a written request from at least twenty (20) Full Members.

12.12 The proceedings of a general meeting or the taking of any poll or the passing of a resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give notice or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

13. The Trustees

13.1 The Trustees as charity trustees and directors of the Charity have control of the Charity and its property and funds.

13.2 On the adoption of these Articles, the Trustees of the Charity shall comprise:

- (1) the President;
- (2) the President-Elect, who shall be a Consultant Member and shall be elected by the Full Members in accordance with this Article 13;
- (3) six (6) Consultant Trustees, who shall each be a Consultant Member and shall be elected by the Consultant Members in accordance with this Article 13;
- (4) the Trainee Trustee, who shall be a Trainee Member (in the sixth year of training or above, having served a minimum of five (5) years in the cardiothoracic specialty) and shall be elected by the Trainee Members in accordance with this Article 13;
- (5) the NAHP Trustee, who shall be a NAHP Member (having served a minimum of five (5) years in the cardiothoracic specialty, including at least two (2) years' experience studying and/or working in the United Kingdom) and shall be elected by the NAHP Members in accordance with this Article 13;

(6) the TAD Trustee, who shall be a TAD Member (having served a minimum of five (5) years in the cardiothoracic specialty, including at least two (2) years' experience studying and/or working in the United Kingdom) and shall be elected by the TAD Members in accordance with this Article 13;

((2) to (6) being the "**Elected Trustees**", and (4) to (6) being the "**Non-Consultant Trustees**"),

(7) the Honorary Treasurer;

(8) the Meetings Secretary;

(9) the Honorary Secretary; and

(10) the Communications Secretary,

((7) to (10) being the "**Appointed Trustees**").

13.3 Save in respect of the President-Elect, the Trustees may vary the Elected Trustee positions (including (without limitation) the title and nomination criteria) listed in Articles 13.2. The Trustees make any other consequential variations to the provisions in these Article as they consider necessary (including (without limitation) to the retirement provisions in Articles 13.8 and 13.9) to reflect variations made to the classes of membership by the Trustees pursuant to Article 11.3, provided that the overall number of Elected Trustees does not increase or decrease. For the avoidance of doubt, each class (or sub-class) of membership that is eligible to elect an Elected Trustee may only do so for as long as that position of Elected Trustee exists and is not varied by the Trustees.

13.4 The Elected Trustees shall be elected by a postal or electronic vote and Article 17 shall apply to the extent that such Article deals with notices sent by post. The Trustees shall, by means of regulations adopted pursuant to Article 15.4, establish rules for the selection of prospective candidates and the conduct of any election.

13.5 The President shall hold office for a period of two (2) years. Subject to the President's consent, the President's period in office may be extended by a period of up to one (1) year by the Trustees. The President-Elect shall assist the President in his or her duties and shall carry out such duties as shall be determined by the Trustees and shall (without any requirement for further action) become the President when the President ceases to hold office for any reason. On the completion of his or her term of office as President, the holder of this office is not eligible to stand again as a Trustee of the Charity.

13.6 The Appointed Trustees shall be appointed by the Trustees from among the Consultant Members and shall each hold office for a period of three (3) years. After such period has expired, each holder of the Appointed Trustee offices shall be entitled to stand for election as President-Elect, but may not otherwise become a Trustee for a period of two (2) years.

13.7 A Trustee may not act as a Trustee until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee and confirmation that they meet the eligibility criteria and are not subject to automatic termination of their trusteeship under Article 13.11.

13.8 One third (or the number nearest one third) of the Consultant Trustees must retire at each AGM, with those longest in office retiring first and the choice between Consultant Trustees of equal service being made by drawing lots.

- 13.9 One third (or the number nearest one third) of the Non-Consultant Trustees must retire at each AGM, with those longest in office retiring first and the choice between Non-Consultant Trustees of equal service being made by drawing lots. The first-elected Trainee Trustee shall be elected for a term of one (1) year; the first-elected TAD Trustee shall be elected for a term of two (2) years; and the first-elected NAHP Trustee shall be elected for a term of three (3) years. For the avoidance of doubt, a Trainee Trustee who is appointed as a Consultant Surgeon during their time in office may continue in their role as Trainee Trustee until their retirement as a Trustee in accordance with this Article 13.9.
- 13.10 A retired Elected Trustee, who remains eligible to become a Trustee, may be re-elected once, but only after a gap of not less than two (2) years has passed, provided that such retired Elected Trustee has not been elected to serve as President-Elect or has not been appointed as an Appointed Trustee, in the intervening gap of not less than two (2) years.
- 13.11 A Trustee's term of office automatically terminates if he or she:
- (1) is disqualified under the Charities Act from acting as a charity trustee;
 - (2) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (3) in the written opinion of a registered medical practitioner treating him or her, the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three (3) months;
 - (4) dies;
 - (5) is absent without notice from three consecutive meetings of the Trustees and a majority of the other Trustees resolve that his or her office should be vacated;
 - (6) ceases to be a member of the Charity (but such a person may be reinstated by resolution passed by the other Trustees on resuming membership of the Charity before the next AGM);
 - (7) resigns by written notice to the Trustees (but only if at least three Trustees will remain in office); or
 - (8) is removed by resolution of the Trustees present and entitled to vote at a meeting of the Trustees after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views provided that not less than seventy-five (75) per cent of the Trustees are present and not less than seventy-five (75) per cent of the Trustees present vote in favour of the resolution to remove any such Trustee.
- 13.12 The Trustees may at any time co-opt any individual who is a Full Member or an Associate Member to fill a corresponding vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM. Whilst in office, co-opted Trustees have exactly the same status, voting powers and responsibilities as other Trustees.
- 13.13 The Trustees may act notwithstanding any vacancy in their body.
- 13.14 The Trustees may invite such individuals as they think may assist the Trustees to reach decisions to attend meetings of the Trustees but such individuals may not vote.

- 13.15 A defect or irregularity in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 13.16 The Trustees may appoint deputy officeholders to assist the Appointed Trustee officeholders. Deputy officeholders shall not serve as Trustees and shall not assume Trustees' duties to the Charity.

14. Trustees' proceedings

- 14.1 The Trustees must hold at least four (4) meetings each year.
- 14.2 The quorum for a meeting of the Trustees is eight (8) Trustees.
- 14.3 A meeting of the Trustees may be held in person, by electronic means (e.g. conference call, video conference) or by hybrid (where some participants attend physically and some attend by electronic means), provided that all participants may communicate simultaneously with all the other participants.
- 14.4 A Trustee may not appoint an alternate or anyone to act on their behalf at meetings of the Trustees.
- 14.5 The President shall chair each meeting or, if the President is unable or unwilling to do so, some other Trustee chosen by the Trustees present shall chair the meeting.
- 14.6 Every issue must be determined by a simple majority of the votes cast at a meeting. Except for the chair of the meeting, who has a second or casting vote in the instance of a tie vote, every Trustee has one vote on each issue.
- 14.7 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held. For this purpose, the resolution may comprise more than one document containing the text of the resolution in like form and will be treated as passed on the date on which the last Trustee signifies their agreement.
- 14.8 A procedural defect or irregularity of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting. All acts done by a meeting of Trustees shall be valid notwithstanding the participation of a disqualified or retired Trustee or a Trustee who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without that vote and Trustee being counted in the quorum, the decision had been passed by a majority at a quorate meeting of the Trustees.

15. Trustees' powers

The Trustees have the following powers in the administration of the Charity:

- 15.1 To make the appointments pursuant to Article 13.6.
- 15.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees. The Trustees may revoke or alter any delegation of their functions.
- 15.3 To make regulations consistent with the Articles and the Companies Acts setting out the classes of membership and the rights and responsibilities of each category of membership.

- 15.4 To make regulations consistent with the Articles and the Companies Acts to govern the selection and elections of the President, President-Elect, and the Elected Trustees and to make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy.
- 15.5 To make regulations consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees.
- 15.6 To make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the conduct of members in relation to one another and the conduct of the Charity's employees and volunteers.
- 15.7 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 15.8 To exercise any powers of the Charity which are not reserved to a general meeting.
- 15.9 To change the name of the Charity subject to the Commission's prior written approval.

16. Records and Accounts

- 16.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - (1) annual returns;
 - (2) annual reports; and
 - (3) annual statements of account.
- 16.2 The Trustees must keep proper records of:
 - (1) all proceedings at general meetings;
 - (2) all proceedings at meetings of the Trustees and resolutions in writing;
 - (3) all reports of committees; and
 - (4) all professional advice obtained.
- 16.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 16.4 A copy of the Charity's latest available statement of account must be supplied on request to any Full Member or Associate Member. A copy must also be supplied, within two (2) months, to any other person who makes a written request and pays the Charity's reasonable costs.
- 16.5 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Register of Charities.

17. Notices

- 17.1 Notices under the Articles may be sent by hand, by post or in electronic form or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.

- 17.2 The only address at which a member is entitled to receive notices sent by post is an address in the United Kingdom or Ireland shown in the register of members.
- 17.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (1) Twenty-four (24) hours after being sent in electronic form or delivered by hand to the relevant address;
 - (2) two (2) clear days after being sent by first class post to that address;
 - (3) three (3) clear days after being sent by second class or overseas post to that address;
 - (4) on the date of publication of a newspaper containing the notice;
 - (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or
 - (6) if earlier, as soon as the member acknowledges actual receipt.
- 17.4 A defect or irregularity in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

18. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members or the Trustees 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.