THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of
The Macular Disease Society

Company Number 02177039

Registered Charity Number 1001198 (England, Wales, NI)
Scottish Charity Number SC042015

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The company's name is The Macular Disease Society (and in this document it is called the **Society**).

1. INTERPRETATION

1.1 Unless the context otherwise requires, the following words shall have the following meanings:

address means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case notified to the Society;

AGM an annual general meeting of the Society;

Articles the Society's articles of association as amended from time to time;

Board the board of Trustees of the Society as constituted from time to time;

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;

Chair any person appointed to perform the duties of chair of the Board;

Commission the Charity Commission for England and Wales;

Companies Acts the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

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

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

Governance Guidelines the governance guidelines of the Society as may be amended by a 75% majority decision of the Board from time to time;

Governance Roles the specific governance roles with the corresponding responsibilities as may be specified in the Governance Guidelines from time to time, namely Chair, Vice Chair, Treasurer and Secretary;

Meetings: All formal meetings of Trustees (Committees and Board) and, the Annual General Meeting and any Extraordinary General Meeting may be held online, in person, or by both means. The method of meeting should be recorded in the minutes.

Member the members of the Society as constituted from time to time or any one of them;

Memorandum the Society's memorandum of association;

Objects the objects of the Society as set out in article 3.1;

Officers includes the Trustees and the Secretary (if any);

Seal the common seal of the Society if it has one;

Secretary any person appointed to perform the duties

of company secretary of the Society;

Treasurer any person appointed to perform the duties of treasurer of the Society;

Trustee a director of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

United Kingdom Great Britain and Northern Ireland; and

Vice Chair any person or persons appointed to perform the duties of vice chair of the Board.

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

1.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

1.4 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.

2. LIABILITY OF MEMBERS

2.1 The liability of the Members is limited.

2.2 Every Member promises, if the Society is dissolved while he or she or it is a Member or within twelve months after he or she or it ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Society incurred before

he or she or it 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.

3. OBJECTS

3.1 The Society's objects (**Objects**) are:

(a) The relief of persons suffering from macular disease and the promotion of research on the eye and brain with particular emphasis on the prevention and treatment of blindness and visually disabling conditions and to disseminate the results of such research.

(b) The advancement of education of the public concerning macular disease, its causes and treatment.

(c) To raise funds to enable the above two aims to be implemented.

(d) To promote the relief of suffering and to further medical science by carrying out research on the eye and brain with particular emphasis on the prevention and treatment of blindness and visually disabling conditions, and to disseminate the results of such research and new developments in the field through seminars, courses and conferences.

4. POWERS

4.1 The Society has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Society has power:

(a) to raise funds. In doing so, the Society 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 Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

(d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124-126 of the Charities Act 2011, 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;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is

permitted to do so by article 5 and provided it complies with the conditions in that article;

(j) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Society 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;

(k) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

(l) to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.

5.2 A Trustee

(a) is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society;

(b) may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

(c) may receive an indemnity from the Society in the circumstances specified in article 38.

5.3 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving:

(a) a benefit from the Society in the capacity of a beneficiary of the Society;

(b) reasonable and proper remuneration for any goods or services supplied to the Society.

5.4 No Trustee or connected person may:

(a) buy any goods or services from the Society on terms preferential to those applicable to members or the public;

(b) sell goods, services, or any interest in land to the Society;

(c) be employed by, or receive any remuneration from, the Society; or

(d) receive any other financial benefit from the Society,

unless the payment is permitted by article 5.5 or 5.6 or the Board obtains the prior written approval of the Commission and fully complies with any procedures it prescribes.

5.5 A Trustee or connected person may:

(a) receive a benefit from the Society in the capacity of a beneficiary of the Society provided that it is available generally to beneficiaries of the Society;

(b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011;

(c) subject to article 5.6 provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or connected person;

(d) receive interest on money lent to the Society at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Board;

(e) receive rent for premises let by the Trustee or connected person to the Society if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

(f) may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public,

and the Board may arrange for the purchase, out of the funds of the Society, of insurance designed to indemnify the Officers in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.

5.6 In relation to the supply of goods the Society and its Trustees may only rely upon the authority provided by article 5.5(c) if each of the following conditions is satisfied:

(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

(i) the Society or the Board (as the case may be); and

(ii) the Trustee or connected person supplying the goods (**the supplier**)

under which the supplier is to supply the goods in question to or on behalf of the Society;

(b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

(c) the other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Board must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;

(d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society;

(e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;

(f) the reason for their decision is recorded by the Board in the minute book; and

(g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by articles 5.4 to 5.6.

5.7 In articles 5.4 to 5.6 a reference to the Society shall include any company in which the Society:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more Trustees to the board of the company;

5.8 In this article 5, article 31 and article 32 **connected person** means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;

(d) an institution which is controlled:

(i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-paragraph (i), when taken together;

(e) a body corporate in which:

(i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

5.9 Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in article 5.8.

6. MEMBERS

6.1 The subscribers to the Memorandum are the first Members of the Society.

6.2 Membership is open to other individuals or organisations who:

(a) apply to the Society in the form required by the Board; and

(b) are approved by the Board.

6.3 The Board:

(a) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application;

(b) must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and

(c) must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.

6.4 Membership is not transferable.

6.5 The Board must keep a register of names and addresses of the Members.

7. CLASSES OF MEMBERSHIP

7.1 The Board may establish:

(a) different classes of membership with different rights and obligations; and

(b) recognise one or more classes of supporters who are not Members (but who may nevertheless be termed members),

and shall record the applicable rights and obligations in the register of Members.

8. TERMINATION OF MEMBERSHIP

8.1 Membership is terminated if:

(a) the Member dies or, if it is an organisation, ceases to exist;

(b) the Member resigns by written notice to the Society unless, after the resignation, there would be less than two Members;

(c) any sum due from the Member to the Society is not paid in full within six months of it falling due;

(d) the Member is removed from membership by a resolution of the Board that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if:

(i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and

(ii) the member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

9. GENERAL MEETINGS

9.1 The Society must hold its first AGM within eighteen months after the date of its incorporation.

9.2 An AGM must be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.

9.3 The Board may call a general meeting at any time.

10. NOTICE OF GENERAL MEETINGS

10.1 The minimum periods of notice required to hold a general meeting of the Society are:

(a) twenty-one clear days for an AGM or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

10.2 A general meeting may be called by shorter notice:

(a) in the case of a meeting called as the AGM if it is so agreed by all the Members entitled to attend and vote at such meeting; or

(b) in the case of any other general meeting if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

10.3 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 AGM, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 14.

10.4 The notice must be given to all the Members and to the Trustees and auditors.

10.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1 No business shall be transacted at any general meeting unless a quorum is present.

11.2 A quorum is three Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

11.3 The authorised representative of a Member organisation shall be counted in the quorum.

11.4 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 Board shall determine.

11.5 The Board 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.

11.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

11.7 A person is able to exercise the right to speak at a meeting of the Members when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.

11.8 A person is able to exercise the right to vote at a meeting of the Members when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

11.9 The Trustees may make whatever arrangements they consider appropriate to enable those attending

a meeting of the Members to exercise their rights to speak or vote at it (including, but not limited to, attending by means of video conference or any other suitable electronic means).

11.10 In determining attendance at a meeting of the Members, it is immaterial whether any two or more Members attending it are in the same place as each other.

11.11 Two or more persons who are not in the same place as each other attend a meeting of the Members if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

12. CHAIRING GENERAL MEETINGS

12.1 General meetings shall be chaired by the Chair or a Vice Chair in the Chair's absence.

12.2 If there is no such person referred to in article 12.1 or they are not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Board shall chair the meeting.

12.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.

12.4 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

13. ADJOURNING GENERAL MEETINGS

13.1 The person who is chairing the meeting may, with consent of any meeting at which a quorum is present (and shall if so directed by the meeting by ordinary resolution) adjourn the meeting.

13.2 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 of the meeting.

13.3 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.

13.4 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.

14. CONTENT OF PROXY NOTICES

14.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:

(a) states the name and address of the Member appointing the proxy;

(b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

(d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

14.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

14.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

14.4 Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

15. DELIVERY OF PROXY NOTICES

15.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

15.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

15.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

15.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

16. WRITTEN RESOLUTIONS

16.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible Member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

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

16.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

17. VOTES OF MEMBERS

17.1 Any vote at a general meeting shall be decided on a show of hands.

17.2 Subject to article 7, every Member, whether an individual or an organisation, shall have one vote.

17.3 No Member shall be entitled to vote at a general meeting unless all monies presently payable to the Society have been paid.

17.4 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. MEMBERS THAT ARE NOT NATURAL PERSONS

18.1 Any organisation that is a Member of the Society may nominate any person to act as its representative at any meeting of the Society.

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

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

19. TRUSTEES

19.1 A Trustee must be a natural person aged 18 years or older.

19.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 23.

19.3 The number of Trustees shall be not less than 10 and not more than 15.

19.4 The first Trustees shall be those persons notified to Companies House as the first Trustees of the Society.

19.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board.

20. POWERS OF THE BOARD

20.1 The Board shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed

by the Companies Acts, the Articles or any special resolution.

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

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

21. RETIREMENT OF TRUSTEES

21.1 At the first AGM all the Trustees must retire from office unless by the close of the meeting the Members have failed to elect sufficient Trustees to hold a quorate meeting of the Board.

21.2 Those Trustees that have reached the end of their term as Trustee or relevant Governance Role in accordance with the Governance Guidelines shall cease to hold office from the relevant time.

22. APPOINTMENT OF TRUSTEES

22.1 The Board may in accordance with the Governance Guidelines:

(a) appoint a person who is willing to act to be a Trustee; and

(b) appoint a person who is willing to act to a Governance Role.

22.2 No person may be appointed a Trustee or to a Governance Role unless the Society is given a notice that:

(a) contains the details that, if the person were to be appointed, the Society would have to file at Companies House;

(b) is signed by the person who is to be proposed to show his or her willingness to be appointed; and

(c) contained such other information as may be prescribed by the Governance Guidelines from time to time.

22.3 The Board may appoint a person who is willing to act to be a Trustee to fill a casual vacancy should one arise.

22.4 A Trustee appointed to fill a casual vacancy shall serve for the remainder of the term of the Trustee he is replacing or such other term as the Board may determine.

22.5 The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

22.6 A person does not have to be a Member to be eligible to be appointed as a Trustee; however, if a person appointed as a Trustee is not a Member, he or she shall become a Member of such category as is directed by the Board.

23. DISQUALIFICATION AND REMOVAL OF TRUSTEES AND THE SECRETARY

23.1 A Trustee shall cease to hold office if he or she:

(a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(b) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;

(c) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(d) is directly or indirectly interested in a transaction or arrangement with the Society and fails to declare the nature and extent of such interest in accordance with article 30;

(e) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(f) resigns as a Trustee by notice to the Society (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

(g) is absent without the permission of the Board from two consecutive Board meetings; or

(h) the Board resolves by a 70% majority that his or her office be vacated.

23.2 The Secretary shall cease to hold office if removed by a resolution of the Board.

24. REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless it is authorised by article 5.

25. PROCEEDINGS OF THE BOARD

25.1 The Board may regulate their proceedings as they think fit, subject to the provisions of the Articles and the Governance Guidelines.

25.2 Any Trustee may call a meeting of the Board.

25.3 The Secretary (if any) must call a meeting of the Board if requested to do so by a Trustee.

25.4 Questions arising at a meeting shall be decided by a majority of votes save where such decisions require a higher majority in accordance with the Articles or Governance Guidelines.

25.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

25.6 A meeting may be held by suitable electronic means agreed by the Board in which each participant may communicate with all the other participants.

26. QUORUM

26.1 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. **Present** includes being present by suitable electronic means agreed by the Board in which a participant or participants may communicate with all the other participants.

26.2 The quorum shall be three or such larger number as may be decided from time to time by the Board.

26.3 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

26.4 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

27. CHAIRING BOARD MEETINGS

27.1 The Chair or in his or her absence a Vice Chair shall chair meetings of the Board.

27.2 If neither the Chair nor a Vice Chair is present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

27.3 The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Board.

28. RESOLUTIONS OF THE BOARD

28.1 A resolution in writing or in electronic form agreed by a simple majority (or such higher majority as may apply to a particular matter under the Articles or Governance Guidelines) of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Trustees duly convened and held provided that:

(a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and

(b) the required majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

28.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

29. DELEGATION

29.1 The Board may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.

29.2 The Board may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Board; and

(c) such other conditions as may be set out in the Governance Guidelines.

29.3 The Board may revoke or alter a delegation.

29.4 All acts and proceedings of any committees must be fully and promptly reported to the Board.

30. DECLARATION OF TRUSTEES' INTERESTS

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

31. CONFLICTS OF INTERESTS

31.1 If a conflict of interests arises for a Trustee because of a duty or loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Trustee does not vote on any such matter and is not to be counted when

considering whether a quorum of Trustees is present at the meeting of the Board; and

(c) the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

31.2 In this article a conflict of interests arising because of a duty or loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

32. VALIDITY OF THE BOARD'S DECISIONS

32.1 Subject to article 32.2, all acts done by a meeting of the Board, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office; or

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

if without:

(d) the vote of that Trustee; and

(e) that Trustee being counted in the quorum;

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

32.2 Article 32.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of Trustees if, but for article 32.1, the resolution would have been void, or if the Trustee has not complied with article 30.

33. SEAL

If the Society has a Seal it must only be used by the authority of the Board or of a committee of Trustees authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee.

34. MINUTES

34.1 The Board must keep minutes of all:

(a) appointments of Officers made by the Board;

(b) proceedings at meetings of the Society;

(c) meetings of the Board and committees of Trustees including:

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

(ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions.

35. ACCOUNTS

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

35.2 The Board must keep accounting records as required by the Companies Acts.

36. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

36.1 The Board must comply with the requirements of the Charities Act 2011 with regard to the:

(a) transmission of the statements of account to the Commission;

(b) preparation of an annual report and its transmission to the Commission;

(c) preparation of an annual return and its transmission to the Commission.

36.2 The Board must notify the Commission promptly of any changes to the Society's entry on the central register of charities.

37. MEANS OF COMMUNICATION TO BE USED

37.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

37.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

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

(a) must be in writing; or

(b) must be given in electronic form.

37.4 The Society 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 in electronic form to the Member's address.

37.5 A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

37.6 A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

37.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

37.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

37.9 In accordance with section 1147 of the Companies Act 2006 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 form of communication, 48 hours after it was sent.

38. INDEMNITY

38.1 The Society may indemnify a relevant Trustee against any liability incurred by him or her or it in

that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

38.2 In this article a **relevant Trustee** means any Trustee or former Trustee of the Society.

38.3 The Society may indemnify an auditor against any liability incurred by him or her or it:

(a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

(b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

39. RULES

39.1 The Board 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 Society including the Governance Guidelines.

39.2 The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of Members of the Society (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 Society in relation to one another, and to the Society's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Society'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 Board in so far as such procedure is not regulated by the Companies Acts or by the Articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

39.3 The Board must adopt such means as they think sufficient to bring the Governance Guidelines and any other rules and bye laws to the notice of the Members.

39.4 The Governance Guidelines and any other rules or bye laws shall be binding on all Members. No rule or bye law (including the Governance Guidelines) shall be inconsistent with, or shall repeal anything contained in, the Articles.

40. DISSOLUTION

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

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

40.2 Subject to any such resolution of the Members, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been

paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

40.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with article 40.1 or 40.2 is passed by the Members or the Board the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.

40.4 Nothing in the Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 Charities and Trustee Investments (Scotland) Act 2005.