

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

ARTICLES OF ASSOCIATION OF

The Association for Palliative Medicine of Great Britain and Ireland

THE COMPANY'S NAME IS

1. *The Association for Palliative Medicine of Great Britain and Ireland*
(and in this document it is called the 'charity').

INTERPRETATION

2. In the Articles:

Address	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 registered with the charity;
the Articles	the charity's Articles of Association;
Board of Trustees	the Board of Trustees of the charity constituted by Article 29;
the charity	the company intended to be regulated by the Articles;
clear day	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	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 charity;
Connected Person	(i) a child, parent, grandchild, grandparent, brother or sister of the Trustee ;

- (ii) the spouse or civil partner of the **Trustee** or of any person falling within sub-clause (i) above;
- (iii) a person carrying on business in partnership with the **Trustee** or with any person falling within sub-clause (i) or (ii) above;
- (iv) an institution which is controlled:
 - (a) by the **Trustee** or any connected person falling within sub-clause (i), (ii), or (iii) above; or
 - (b) by two or more persons falling within sub-clause (iv)(a), when taken together
- (v) a body corporate in which:
 - (a) the **Trustee** or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (v)(a) who, when taken together, have a substantial interest.

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

the Directors	the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in section 1168 of the Companies Act 2006;
General Meeting	a meeting of the charity held in accordance with the Companies Act;
the Memorandum	the charity's memorandum of association;
Month	calendar month;
Objects	the objects of the charity as defined in Article 4;

Officers	includes the directors and the secretary (if any) the President, Vice President, honorary Secretary, honorary Treasurer and the Immediate Past President or President Support, who also act as charity Trustees;
the Trustees	the Officers and Appointed Trustees as defined by Article 35 who, for the avoidance of doubt, are "charity trustees" as defined by section 177 of the Charities Act 2011;
the Rules	rules set by the Board of Trustees under Article 79 for the proper conduct and management of the charity;
the Seal	the common seal of the charity if it has one;
Secretary	any person appointed to perform the duties of the secretary of the charity;
the United Kingdom	Great Britain and Northern Ireland;
written or in writing	will include hard copy and electronic formats;
Year	calendar year;

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 the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

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.

LIABILITY OF MEMBERS

3. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the

charity in the event of its being wound up while ~~he, she or it~~ they are a member or within one year after ~~he, she or it~~ they cease to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before ~~he, she or it~~ they cease to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

OBJECTS

4. The charity's objects ('Objects') are specifically restricted to the following:

The relief of sickness by the advancement of palliative medicine

[Nothing in the Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

POWERS

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

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;

- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a **Trustee** only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;
 - (d) 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;
- (11) to provide indemnity insurance for the **Trustees** in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

APPLICATION OF INCOME AND PROPERTY

6.

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects;
 - (a) A **Trustee** 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~~ **them** when acting on behalf of the charity;

- (b) A **Trustee** may benefit from **Trustee** indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (c) A **Trustee** may receive an indemnity from the charity in the circumstances specified in Article 79;
 - (d) A **Trustee** may not receive any other benefit or payment unless it is authorised by Article 7.
- (2) Subject to Article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a **Trustee** receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

BENEFITS AND PAYMENTS TO CHARITY **TRUSTEES AND CONNECTED PERSONS**

7.

General provisions

- (1) No **Trustee** or Connected Person may:
- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the charity;
 - (c) be employed by, or receive any remuneration from, the charity;
 - (d) receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this Article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting **Trustees'** or Connected Persons' benefits

(2)

- (a) A **Trustee** or Connected Person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the **Trustees** do not benefit in this way.
- (b) A **Trustee** or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause 7(3) of this Article a **Trustee** or Connected Person may provide the charity with goods that are not supplied in connection with services provided to the charity by the **Trustee** or Connected Person.
- (d) A **Trustee** or Connected Person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A **Trustee** or Connected Person may receive rent for premises let by the **Trustee** or Connected Person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The **Trustee** concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A **Trustee** or Connected Person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its **Trustees** may only rely upon the authority provided by sub-clause 7(2)(c) of this Article 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 the charity or its **Trustees** (as the case may be) and 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 charity;
- (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 charity to contract with the supplier rather than with someone who is not a **Trustee** or Connected Person. In reaching that decision the **Trustees** 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~~ ~~them~~ ~~or it~~ with regard to the supply of goods to the charity;
 - (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 **Trustees** in the minute book;
 - (g) A majority of the **Trustees** then in office are not in receipt of remuneration or payments authorised by Article 7;
- (4) In sub-clauses 7(2) and 7(3) of this article:
- (a) 'charity' includes any company in which the charity:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more **Trustees** to the board of the company;
 - (b) 'Connected Person' includes any person within the definition in Article 2 'Interpretation'.

MEMBERS

8.

- (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to other individuals or organisations who:
 - (a) apply to the charity in the form required by the **Board of Trustees**;
 - (b) **meet the eligibility criteria prescribed by the Board of Trustees**; and
 - (c) are approved by the **Board of Trustees**.
- (3) The **Board of Trustees**:
 - (a) **may refuse an application for membership if the individual or organisation fails to meet the prescribed criteria under Article 8 (2)(b)**
 - (b) may 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;
 - (c) the **Board of Trustees** must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
 - (d) the **Board of Trustees** must consider any written representations the applicant may make about the decision. The **Board of Trustees'** decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The **Board of Trustees** must keep a register of names and addresses of members.

CLASSES OF MEMBERSHIP

9.

- (1) The **Board of Trustees** may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The **Board of Trustees** 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 the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

FEES AND SUBSCRIPTIONS

10.

- (1) The subscriptions and registration fees for the different categories of membership shall be such sums (if any) as shall be approved by the Board of Trustees and shall be due on the date or dates set by the Board of Trustees. The Board of Trustees may approve different rates for different classes of charity members.
- (2) The Board of Trustees may waive all or any part of any fee or subscription of a charity member.
- (3) Unless the Board of Trustees makes a waiver under Article 10(2), a charity member shall not be entitled to exercise any of the rights under the Articles attaching to their class of charity membership unless they have paid all subscriptions and other fees then due and owing by them.

TERMINATION OF MEMBERSHIP

11. 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 six months of it falling due;
- (4) the member no longer meets the eligibility criteria prescribed by the Board of Trustees under Article 8(2)(b);
- (5) the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the charity, that ~~his or her or its~~ their 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 **Trustees** 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.

REINSTATEMENT OF MEMBERSHIP

12. The Board of Trustees may reinstate a charity member removed:

- (1) under Article 11(3), when the charity member has paid all arrears and (at the discretion of the Board of Trustees) a reinstatement fee; or
- (2) under Article 11(4), when the charity member again meets the eligibility criteria prescribed by the Board of Trustees.

GENERAL MEETINGS

13.

- (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

14. The business to be transacted at the annual general meeting of the charity shall consist of:

- (1) the receipt of the annual accounts for the previous financial year;
- (2) the declaration of the results of the election of Officers and elected Members of the Council;
- (3) receiving a written report on the charity's activities;
- (4) appointing reporting accountants or auditors for the charity;
- (5) any other business decided by the Board of Trustees;
- (6) any resolution proposed by charity members in accordance with Article 15.

15. The Board of Trustees shall specify a procedure for members to propose to the Board of Trustees items for consideration at the annual general meeting, but:
- (1) it is the responsibility of the Board of Trustees to determine the agenda for the annual general meeting; and
 - (2) the Board of Trustees is not obliged to include an item that has been proposed by members.
16. The Board of Trustees, or the President, may call a general meeting at any time, or if required to do so by the members under the Companies Act 2006.
17. Members are entitled to attend general meetings in person (which may be physically or, where applicable, virtually), or, subject to compliance with Article 28, by proxy.
18. Trustees are entitled to attend and speak at general meetings, whether or not they are members.
19. The chair of the meeting may permit other persons who are not members to attend and speak at general meetings.

NOTICE OF GENERAL MEETINGS

20.

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice 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 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. 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 28.

- (4) The notice must be given to all the members and to the **Board of Trustees** and auditors.

21. 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

22.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 50 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one twentieth of the total membership present at the time or by proxy; whichever is the greater.
 - (c) The authorised representative of a member organisation shall be counted in the quorum.

23.

- (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 **Board of Trustees** shall determine.
- (2) The **Board of Trustees** 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 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.

24.

- (1) General meetings shall ~~be chaired by the person who has been appointed to chair meetings of the directors~~ by the President of the charity.
- (2) ~~If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, or are unwilling to preside, a Trustee nominated by the Trustees shall chair the meeting.~~
- (3) If there is only one Trustee present and willing to act, ~~he, she or~~ they shall chair the meeting.
- (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.

25.

- (1) The members present in person or by proxy 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.

26.

- (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 present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy 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 by a member or members present in person.
- (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.

27. A meeting may be held by suitable electronic means agreed by the Board of Trustees by which each participant may communicate with each of the other participants.

CONTENT OF PROXY NOTICES

28.

- (1) Proxies may only validly be appointed by a notice in writing (a '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 charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Board of Trustees may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (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 out 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.

DELIVERY OF PROXY NOTICES

29.

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by:
 - (a) Delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (b) 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.
 - (c) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

30.

- (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.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

31. Subject to Article 9, every member, whether an individual or an organisation, shall have one vote.

32. A member who has not paid every subscription or other sum due and owing by them to the charity shall not be entitled to vote, unless the Board of Trustees has made a waiver under Article 10(2).

33. 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.

34.

- (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 representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative 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 representative is entitled to represent the organisation or that ~~his or her~~ **their** authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

OFFICERS

35.

- (1) The Officers of the charity shall be:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Honorary Secretary;
 - (d) the Honorary Treasurer;
 - (e) the Immediate Past President or President Support;
 - (f) such Officer posts as determined from time to time by the Board of Trustees.
- (2) No person may at any time hold more than one of the Officer posts.
- (3) Officers shall be members of the charity.
- (4) Officers shall be elected or appointed under this Article 35, in accordance with the Rules which may set out additional criteria for election as an Officer.

TERMS OF OFFICE OF OFFICERS

36. The Board of Trustees shall determine the terms of each of the Officer roles, which shall not exceed three years.

37.

- (1) The Vice President shall become President at the end of their term of office as Vice President.
- (2) If the Vice President does not wish to, or is unable to take up the role of the President, or the Board of Trustees determine that it would not be appropriate, then subject to the Articles and any directions made by the Board of Trustees, a new President shall be selected, in accordance with the Rules.

38.

- (1) The President shall become the Immediate Past President at the end of their term of office as President.

- (2) If the Immediate Past President does not wish to, or is unable to take up the role of the Immediate Past President, or the Board of Trustees determine that it would not be appropriate, the Board of Trustees may appoint another charity member as President Support, providing they meet the criteria under Article 35(4).

39. An Officer shall cease to be an Officer if;

- (1) they cease to be a member of the Charity;
- (2) are removed by the members at a general meeting, provided the meeting has invited their views and considered the proposed removal in the light of such views; or
- (3) are removed from office by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting (excluding any Officer whose removal is proposed) provided that that the interests of the charity so require provided that:
 - (a) at least half of the serving Trustees are present at the meeting;
 - (b) prior written notice of meeting, the intention to propose such a resolution and the reasons have been given to the Trustee in question; and
 - (c) the Officer has been afforded a reasonable opportunity of either being heard at the meeting, or making written representations to the Board.

40. Officers shall be eligible for re-election or re-appointment under Article 35, in accordance with the Rules.

BOARD OF TRUSTEES

41. The minimum number of Trustees shall be five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum, comprising:

- (1) the Officers;
- (2) up to three lay Trustees ('Appointed Trustee'), who need not be members.

42.

- (1) A **Trustee** must be a natural person aged 16 years or older.
- (2) No one may ~~be appointed~~ act as a **Trustee** if ~~he, she or~~ they would be disqualified from acting under the provisions of Article 50.

43. The Board of Trustees shall appoint all Appointed Trustees. Any eligibility criteria for appointments as, and the procedures for, the recruitment and appointment of Trustees under this Article 43 shall be set out in the Rules.

44. The number of Appointed Trustees shall never exceed the number of ex-officio Trustees in post.

45. The first **Trustees** shall be those persons notified to Companies House as the first **Trustees** of the charity.

46. A **Trustee** may not appoint an alternate **Trustee** or anyone to act on ~~his, her~~ **or** their behalf at meetings of the **Trustees**.

TERM OF OFFICE OF TRUSTEES

47.

- (1) The Board of Trustees shall determine the term of office for Appointed Trustees, which shall not exceed three years.
- (2) At the end of this term an Appointed Trustee shall be eligible for reappointment to the same post for up to a maximum of three further years, to be determined by the Board of Trustees.

48. The Officers shall hold office as Trustees as long as they should remain Officers of the Charity.

POWERS OF THE BOARD OF TRUSTEES

49.

- (1) The **Board of Trustees** shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any

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

- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the **Board of Trustees**.
- (3) At a meeting of the **Board of Trustees** at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the **Trustees**.

RETIREMENT OF TRUSTEES

~~31.~~

- ~~(1) At the first annual general meeting 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 trustees. At each subsequent annual general meeting one-third of the trustees 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 trustee he or she must retire.~~

~~33.~~

- ~~(1) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.~~
- ~~(2) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.~~

APPOINTMENT OF TRUSTEES

~~34. The charity may by ordinary resolution:~~

- ~~(1) appoint a person who is willing to act to be a trustee; and~~
- ~~(2) determine the rotation in which any additional trustees are to retire.~~

~~35. No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:~~

- ~~(1) he or she is recommended for re-election by the trustees; 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 trustee;~~
- ~~(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.~~

~~36. 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 trustee other than a trustee who is to retire by rotation.~~

~~37.—~~

- ~~(a) The trustees may appoint a person who is willing to act to be a trustee.~~
- ~~(b) A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation.~~

~~38. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.~~

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

50. A **Trustee** shall cease to hold office if ~~he, she or~~ they:

- (1) ceases to be a **Trustee** by virtue of any provision in the Companies Acts or is prohibited by law from being a **Trustee**;
- (2) 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 those provisions);
- (3) ~~cease to be an Officer of the Charity under Article 39 (Officers only);~~
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally

- incapable of acting as a **Trustee** and may remain so for more than three months;
- (5) resigns as a **Trustee** by notice to the charity (but only if at least two **Trustees** will remain in office when the notice of resignation is to take effect);
 - (6) is absent without the permission of the **Trustees** from all their meetings held within a period of six consecutive months and the **Trustees** resolve that ~~his, her or~~ their office be vacated;
 - (7) ~~are removed by the members at a general meeting, provided the meeting has invited their views and considered the proposed removal in the light of such views; or~~
 - (8) ~~are removed from office by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting (excluding any Trustee whose removal is proposed) provided that that the interests of the charity so require provided that:~~
 - (a) ~~at least half of the serving Trustees are present at the meeting;~~
 - (b) ~~prior written notice of meeting, the intention to propose such a resolution and the reasons have been given to the Trustee in question; and~~
 - (c) ~~the Trustee has been afforded a reasonable opportunity of either being heard at the meeting, or making written representations to the Board.~~

REMUNERATION OF TRUSTEES

51. The **Trustees** must not be paid any remuneration unless it is authorised by article 7.

PROCEEDINGS OF THE BOARD OF TRUSTEES

52.

- (1) **The Board of Trustees** may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) ~~Any director may call a meeting of the directors.~~ The Chair of the Board of Trustees may, and on the request of two Trustees shall, at any time call a meeting of the Board of Trustees.

~~The secretary (if any) must call a meeting of the directors if requested to do so by a director.~~

- (3) A meeting may be held by suitable electronic means agreed by the **Trustees** in which each participant may communicate with all the other participants.

53.

- (1) The **Board of Trustees** shall appoint a **Trustee** to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the **Trustees** or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the **Trustees** present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the **Trustees** shall have no functions or powers except those conferred by the Articles or delegated to ~~him or her~~ them by the **Board of Trustees**.

54.

- (1) No decision may be made by a meeting of the **Trustees** 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 **Trustees** in which a participant or participants may communicate with all the other participants.]
- (2) The quorum shall be ~~two or the number nearest to one-third of the total number of Trustees, whichever is the greater,~~ fifty percent of the total number of **Trustees plus one**, or such larger number as may be decided from time to time by the **Board of Trustees**.
- (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.

55. 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.

56.

- (1) Questions arising at a meeting shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the person who is chairing the meeting does not have a casting vote. The matter should be debated until a consensus or majority vote is reached.

57.

- (1) 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.
- (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.

VALIDITY OF **TRUSTEES' DECISIONS**

58.

- (1) Subject to article 58(2) all acts done by a meeting of the **Board of Trustees**, or of a committee of **Board 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 Articles to vacate office;
 - (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.
- (2) Article 58(2) does not permit a **Trustee** or a Connected Person to keep any benefit that may be conferred upon ~~him or her~~ **them** by a resolution of the **Trustees** or of a committee of **Trustees** if, but for article 452(1), the

resolution would have been void, or if the **Trustee** has not complied with Article 59.

DECLARATION OF TRUSTEES' INTERESTS

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

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

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

- (1) 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;
- (2) 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; and
- (3) the unconflicted **Trustees** consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

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

DELEGATION

61.

- (1) The **Board of Trustees** may delegate any of their powers or functions, ~~to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.~~ the implementation of their decisions, and day to day management of the affairs of the charity, to one or more committees.
- (2) Any delegation to a committee must be recorded in terms of reference.
- (3) The **Board of Trustees** 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 charity except in accordance with a budget previously agreed with the **Board of Trustees**.

62. The **Board of Trustees** has established the following standing committees of the **Board of Trustees** pursuant to Article 61:

- (1) **Council**
- (2) **APM Executive**

63.

- (1) The chair of a committee of the **Board of Trustees** must be a **Trustee**.
- (2) All acts and proceedings of any committee established by the **Board of Trustees** must be fully and promptly reported to the **Board of Trustees**.

64. The **Board of Trustees** may revoke or alter a delegation to a committee of it.

APM EXECUTIVE

65. The **APM Executive** shall have such functions and powers as set out in these Articles or otherwise delegated to it by the **Board of Trustees** pursuant to Article 61.

66. The members of the **APM Executive** shall be:

- (1) **The Officers;**

- (2) Any other individuals as determined from time to time by the Board of Trustees.

PROCEEDINGS OF THE APM EXECUTIVE

67.

- (1) Subject to the Articles and any directions made by the Board of Trustees, the regulation of proceedings of the APM Executive shall be set out in the Rules.
- (2) A meeting may be held by suitable electronic means agreed by Executive members by which each participant may communicate each of the other participants.

68.

- (1) The APM Executive shall be chaired by the President of the charity.
- (2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, or are unwilling to preside, the Executive shall nominate an Officer to chair the meeting.

69. The quorum necessary for the transaction of business of the APM Executive shall be 50% of the members of the APM Executive.

70.

- (1) Questions arising at any meeting of the APM Executive shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the person who is chairing the meeting does not have a casting vote. The matter should be debated until a consensus or majority vote is reached.

COUNCIL

71. The Council shall have such functions and powers as set out in these Articles or otherwise delegated to it by the Board of Trustees pursuant to Article 61.

72. The charity shall have a Council to which the following functions and powers are delegated by the Board of Trustees:

- (1) oversight of all professional and clinical matters related to the Objects of the charity;
- (2) fulfil any other function that the Board of Trustees delegates to the Council in accordance with Article 61 from time to time.

73. The Board of Trustees may authorise the Council to establish sub-committees to perform any function or duty within the authority delegated to the Council and the Council may appoint any persons as they may think fit to such sub-committees.

- (1) All acts and proceedings of any committee established by the Board of Trustees must be fully and promptly reported to the Board of Trustees.
- (2) The Board of Trustees may revoke or alter a delegation to a committee of it.

74.

- (1) Members of the Council shall be elected in accordance with the procedures set out in the Rules.
- (2) The Board of Trustees shall determine the number of members of the Council, upon the recommendation of the Council.

PROCEEDINGS OF THE COUNCIL

75.

- (1) Subject to the Articles and any directions made by the Board of Trustees, the regulation of proceedings of the Council will be set out in the Rules.
- (2) The President may, and on the request of four members of the Council shall, at any time call a meeting of the Council.
- (3) A meeting may be held by suitable electronic means agreed by Council members by which each participant may communicate with each of the other participants.

76.

- (3) The President of the charity shall chair the Council.

- (4) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, or are unwilling to preside, an Officer nominated by the Council shall chair the meeting.

77. The quorum necessary for the transaction of business of the Council shall be 50% of the members of the Council.

78.

- (1) Questions arising at any meeting of the Council shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the person who is chairing the meeting does not have a casting vote. The matter should be debated until a consensus or majority vote is reached.

79. A resolution in writing signed or approved by all the members of the Council entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

SEAL

80. The charity has a seal it must only be used by the authority of the **Board of Trustees** or of a committee of **Trustees** authorised by the **Trustees**. The **Board of Trustees** 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**.

MINUTES

81. The **Board of Trustees** must ~~keep~~ ensure that minutes are kept of all:

- (1) appointments ~~of officers~~ made by the **Trustees**;
- (2) proceedings at meetings of the charity;
- (3) meetings of the **Trustees** and committees of **Trustees** including:
 - (a) the names of the **Trustees** present at the meeting;
 - (b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions.

ACCOUNTS

82.

- (1) The **Board of Trustees** 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.
- (2) The **Board of Trustees** must keep accounting records as required by the Companies Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

83.

- (1) The **Board of Trustees** must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The **Board of Trustees** must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

MEANS OF COMMUNICATION TO BE USED

84.

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

- (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 of Trustees** 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.

85. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

86.

- (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~~ **their** 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; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (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.

87. 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 is called.

88.

- (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 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.
- (3) 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.

INDEMNITY

89.

- (1) The charity may indemnify a relevant **Trustee** against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant **Trustee**' means any **Trustee** or former **Trustee** of the charity.

RULES

90.

- (1) The **Board of Trustees** 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 **Board of Trustees** 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.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (4) The **Board of Trustees** 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 Articles.

DISPUTES

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

DISSOLUTION

92.

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (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.
- (2) Subject to any such resolution of the members of the charity, the **Trustees** of the charity may at any time before and in expectation of its

dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- (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.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with Article 92(1) is passed by the members or the **Trustees** the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

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