

Company Number: 05086964

Charity Number: 1135639

THE COMPANIES ACT 1985 TO 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF THE
BRITISH ASSOCIATION FOR CARDIOVASCULAR PREVENTION AND
REHABILITATION

WILSONS
Wilson Solicitors LLP
Steynings House
Summerlock Approach
Salisbury
Wiltshire
SP2 7RJ

Tel: (01722) 412412
Fax: (01722) 427613

Ref: KSG/A3233.1

THE COMPANIES ACT 1985 TO 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF THE
BRITISH ASSOCIATION FOR CARDIOVASCULAR PREVENTION AND
REHABILITATION.

Each subscriber to this memorandum of association agreed to form a company under the Companies Act 1985 and agreed to become a member of the company.

Name of each subscriber

John Malcolm Walker

Karen Dunderdale

Ann Ross

Dated: 29 April 2003

THE COMPANIES ACT 1985 TO 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF THE
BRITISH ASSOCIATION FOR CARDIOVASCULAR PREVENTION AND
REHABILITATION.

(As amended by Special Resolutions passed on 4 October 2012)

1 Interpretation

1.1. In these Articles and the Memorandum:

| | |
|--------------------------|--|
| <i>Affiliated Groups</i> | means professional organisations and other bodies admitted as affiliates of the Charity pursuant to Article 11; |
| <i>AGM</i> | means an annual general meeting of the Charity; |
| <i>Annual Conference</i> | means a scientific conference convened each year by the Charity, managed by the Programme Committee of the Council; |
| <i>Articles</i> | means these Articles of Association of the Charity. |
| <i>Ballot</i> | means a ballot called and taken under Article 17 to elect the Trustees. |
| <i>Charity</i> | means the British Association for Cardiovascular Prevention and Rehabilitation; |
| <i>Clear Days</i> | means in relation to the period of a notice, the 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; |
| <i>CA 2006</i> | means the Companies Act 2006; |
| <i>Companies Acts</i> | means the CA 2006, the Companies Act 1985, the Companies Consolidation (Consequential Provisions) Act 1985 and the Companies Act 1989 in so far as the same are in force from time to time; |
| <i>Connected Person</i> | means a person connected with a Trustee as set out in section 73B of the Charities Act 1993. |

| | |
|---------------------------------|---|
| <i>Council</i> | means the council of management of the Charity constituted in accordance with Article 17, members of which shall be the Executive Officers and the Ordinary Officers (and together the Trustees of the Charity); |
| <i>Electronic Communication</i> | means the same as in the CA 2006; |
| <i>Executed</i> | means includes any mode of execution; |
| <i>Executive Officers</i> | means the executive of the Council being the President, President-Elect, the Treasurer, , the Secretary, and the Scientific and Programme Officer, who are the persons elected from time to time to hold these positions of the Council pursuant to Article 17; |
| <i>General Meetings</i> | means a general meeting of the Charity and shall include AGMs; |
| <i>Linked Organisations</i> | means organisations from time to time accorded linked associate status with the Charity pursuant to Article 12. |
| <i>Members</i> | means all the individuals and organisations admitted to membership (of any class or category) of the Charity whether entitled to vote at General Meetings or not; |
| <i>Memorandum</i> | means the memorandum of association of the Charity |
| <i>Office</i> | means the registered office of the Charity; |
| <i>Ordinary Members</i> | means the members of the Company having the right to vote at General Meetings admitted in accordance with Article 8.3; |
| <i>Ordinary Officers</i> | means the Members elected to the Council in accordance with Article 17.2.2 |
| <i>Ordinary Resolution</i> | means a resolution of members of the Charity passed by: On a show of hands at a general meeting, a simple majority of members who, being entitled to vote, do so in person or by proxy; or On a poll at a general meeting, members representing a simple majority of the total voting rights of members who, being entitled to vote, do so in person or by proxy; or On a written resolution, a simple majority of the total voting rights of all eligible members |
| <i>President</i> | means the Member appointed to act as President of the Charity or any other person appointed to perform the duties of the President of the Charity; |

| | |
|----------------------------|---|
| <i>President-Elect</i> | means the Member appointed to act as President-Elect of the Charity or any other person appointed to perform the duties of the President-Elect of the Charity; |
| <i>Programme Committee</i> | means the committee delegated by the Council to organise and oversee the running of the Annual Scientific Conference convened by the Charity each year; |
| <i>Rules</i> | means the rules or by-laws of the Charity, made under Article 29; |
| <i>Secretary</i> | means the Member appointed to act as secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity; |
| <i>Special Resolution</i> | means a resolution of members of the Charity passed by: On a show of hands at a general meeting, a majority of at least 75% of members who, being entitled to vote, do so in person or by proxy; or On a poll at a general meeting, members representing at least 75% of the total voting rights of members who, being entitled to vote, do so in person or by proxy; or On a written resolution, members representing at least 75% of the total voting rights of all eligible members |
| <i>Statutes</i> | means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies and charities; |
| <i>Treasurer</i> | means the Member appointed to act as treasurer of the Charity or any other person appointed to perform the duties of the treasurer of the Charity; |
| <i>Trustees</i> | means the officers of the Council, namely, the Executive Officers and the Ordinary Officers (and "Trustee" has a corresponding meaning) and these Trustees shall fulfil the duties of directors under the Statutes. |
| <i>United Kingdom</i> | means Great Britain and Northern Ireland |

1.2. Any reference to:

- 1.2.1. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
- 1.2.2. the singular includes the plural number and vice versa;
- 1.2.3. words importing one gender shall include all genders;
- 1.2.4. Words importing the masculine gender only shall include the feminine gender and the neuter genders and vice versa;

- 1.2.5. a person shall include natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality)
- 1.2.6. writing is a reference to any method of representing or reproducing words in a legible and non-transitory form.
- 1.3. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Statutes.

2 **Objects**

- 2.1. The Charity's objects ("the Objects") are to undertake and promote, with respect to diseases of the heart and circulation, all or any of the following, by such means as are charitable, and in each case for the benefit of the public:
 - 2.1.1. The prevention of disease of the heart and circulation and the relief of sickness of persons suffering from such diseases, by promoting prevention, rehabilitation and health education;
 - 2.1.2. Disseminate the results of medical and scientific research;
 - 2.1.3. The advancement of education and training and the promotion of best practice in relation to the treatment of such diseases.

3 **Powers**

- 3.1. In furtherance of the Objects but not otherwise, the Charity may exercise the following powers:
 - 3.1.1. To enter into contracts and to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by any person, association, Charity, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Charity.
 - 3.1.2. to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
 - 3.1.3. to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material, in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Charity or for the purpose of informing contributors and others of the needs or progress of the Charity;

- 3.1.4. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 3.1.5. to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Charity shall not undertake or carry out any substantial permanent trading activities unless authorised by these Articles or by law to do so; and shall conform to any relevant statutory regulations;
- 3.1.6. to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions, the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 3.1.7. to buy or lease or otherwise acquire any property and to maintain, manage, alter and improve any buildings or erections and to equip and fit out any property and buildings for use;
- 3.1.8. subject to such consents as may be required by law to sell, let, mortgage, charge or otherwise dispose of or otherwise turn to account all or any of the property assets of the Charity;
- 3.1.9. to carry out trade insofar as the trade is ancillary to the carrying out of the objects of the charity;
- 3.1.10. to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of the Council or any Trustee (as defined in these Articles of the Charity) which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity, provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Council (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Charity;
- 3.1.11. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.1.12. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the

Charity and any other ongoing costs, charges and expenses incurred for the ongoing administration and smooth running of the Charity;

- 3.1.13. to do all such other lawful things as are necessary for the achievement of the objects;

4 **Benefits to Members and Trustees**

4.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity, paid by salary or fees or receives any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 4.1.1. of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
- 4.1.2. of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum (which shall not exceed 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees);
- 4.1.3. of fees, remuneration or other benefit in money or money's worth to any Charity of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of the Charity;
- 4.1.4. to any Trustee of reasonable out-of-pocket expenses;

5 **Application of the Model Articles**

The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.

6 **Limited Liability**

The liability of the members is limited.

7 **Winding Up**

7.1. Every Ordinary Member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

7.2. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied, there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the

Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 4 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

- 7.3. If the Council decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all Members. Not less than 21 Clear Days notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a three quarters majority of all Members present and voting, the Council shall have the power to realise any assets held by or on behalf of the Charity in accordance with these Articles.

8 Members

- 8.1. The number of members which the Charity proposes to be registered is unlimited.
- 8.2. The Members shall be:
- 8.2.1. the subscribers to the Memorandum; and
- 8.2.2. such other persons as are admitted to membership (whether as Ordinary Members under Article 8.3, Honorary Members under Article 8.4 or any Member admitted under Article 8.6) and their name shall be entered in the register of Members accordingly from time to time.
- 8.3. Ordinary Members
- 8.3.1. Ordinary Members shall:
- 8.3.1.1. be admitted in terms of the criteria set out in the Rules;
- 8.3.1.2. sign the register of members or consent in writing to become a Member either personally or (in the case of an organisation) through an authorised representative.
- 8.3.2. On payment of the annual subscription, Ordinary Members shall be entitled to receive the newsletter and to, speak and vote at General Meetings, nominate Officers and nominate Ordinary Members for a seat on the Council and receive communications by mail from the Charity;
- 8.3.3. On payment of the annual subscription, Ordinary Members residing overseas shall receive communications from the Charity via the electronic mail system only, speak and vote at General Meetings, nominate Executive and Ordinary Officers. Reimbursement for expenses incurred in the course of conducting official business on behalf of the Charity shall be limited to the amount equivalent to that spent had the Ordinary Member been resident in the United Kingdom.
- 8.4. Honorary Members

- 8.4.1. Honorary Members may at the discretion of Council be created and admitted to the Charity. Honorary Members must:
- 8.4.1.1. be admitted in terms of the criteria set out in the Rules;
 - 8.4.1.2. sign the register of members or consent in writing to become a Member either personally or (in the case of an organisation) through an authorised representative.
- 8.5. On payment of the required subscription (if any) Honorary Members shall be entitled to receive the newsletter and receive communications by mail from the Charity. Members from these categories will not be entitled to vote either at the General Meetings or on any Ballot.
- 8.6. The Council, if approved by Ordinary Resolution of the Charity, may from time to time resolve upon the creation of other classes of members of the Charity provided that the rights of such other classes of members do not extend to voting at General Meetings or on any Ballot. Such categories of membership may be under whatever title or nomenclature of the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution, and shall be set out in the Rules.
- 8.7. Membership shall not be transferable and a Member shall cease to be a Member:-
- 8.7.1. in the case of an individual, on death, in the case of an organisation, ceases to exist;
 - 8.7.2. if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office, provided that after any resignation the number of members shall always be more than two;
 - 8.7.3. if a Member is found guilty of serious professional misconduct by its professional governing body, or is convicted of a serious crime, and the Council, by a simple majority, votes to terminate such Member's membership;
 - 8.7.4. If there are six or less Trustees, by a unanimous vote of the Council or, if there shall be more than six Trustees, by resolution of the Council passed by a majority of not less than three quarters of the Trustees present and voting at the meeting of the Council convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council prior to the Council voting the resolution;
 - 8.7.5. if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid for two months notice will be served on the Member on behalf of the Council informing him that

he will be removed from the membership if it is not paid within a further two months. The Council may at its absolute discretion re-admit to membership of the Charity any person removed on this ground on his paying the sum due or such part of the sum due, together with such penalty amount (or no penalty amount as the case may be) as the Council may, in its discretion, determine.

- 8.8. The Council may make general provisions in the Rules as to the criteria for membership and subscriptions, fees and other such payments made by Members. These provisions will need to be approved by an Ordinary Resolution.
- 8.9. The Council may refuse to admit to membership any persons it decides, and the Council is not obliged to give reasons for refusing to accept any such person as a member.

9 Membership Application

Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine. Every Member shall inform the Secretary of the Charity in writing of any change of name or address in order that the appropriate alterations may be made in the register of members. Each applicant will subscribe to the content of the Articles and Rules.

10 Subscriptions

- 10.1. The Council shall set out the subscription, its time and method of payment, and amendments to them from time to time in the Rules. Any amendment that the Council makes to the Rules will need to be approved by Ordinary Resolution.
- 10.2. Any Ordinary Member who has not paid the subscription due at the time of a General Meeting or a resolution being passed shall not be entitled to vote at that General Meeting or on that resolution.
- 10.3. If a subscription is unpaid two months after the due subscription date notice will be served on the Member, if the subscription remains unpaid two months after the notice has been served, membership may be terminated by the Council. The Council may at its discretion re-admit to membership, affiliation or linkage if the subscription or fee is subsequently paid, together with any penalty (if any) levied by the Council.
- 10.4. No Member, on ceasing to be a Member, shall be entitled to receive repayment of all or any of the annual subscriptions paid.

11 Affiliate Groups

- 11.1. All professional organisations and other bodies which, at the date of adoption of these Articles, are accepted as Affiliates and such other professional organisations which may be admitted (at the discretion of Council) as affiliated groups in accordance with this article and the Rules, shall be Affiliated Groups.

- 11.2. The Charity may make such general provisions to categorise Affiliated Groups into different categories and for the amount of fee or subscription (if any) which shall be payable by Affiliated Groups or any class of them as the Charity in General Meeting may from time to time determine. Any such general provisions, including criteria for admission, shall be contained in the Rules and may be amended by the Charity in general meeting from time to time
- 11.3. The Council may, in its discretion, by ordinary resolution terminate or suspend any Affiliated Group with the Charity on such terms as it may determine, provided that any such decision to suspend or terminate the Affiliated Groups with the Charity shall be placed before the Members of the Charity at its next general meeting for ratification. If not ratified, the Affiliated Group shall be reinstated to its full Affiliated status.
- 11.4. An Affiliated Group whose association with the Charity terminates, for whatever reason, shall not be entitled to the repayment of all or any part of the subscription or fee which might have been paid.
- 11.5. Immediately on termination of an Affiliated Group membership, whether by way of resignation or termination in accordance with Article 11.3 above, the officer of the Affiliated Group having a place on the Council, shall forthwith:
 - 11.5.1. resign and vacate his office on the Council and shall not have any claim for loss of office or otherwise against the Charity.
 - 11.5.2. resign from Membership of the Charity and shall not have any claim any refund or otherwise against the Charity.

12 **Linked Organisations**

- 12.1. The Council may from time to time in accordance with this Article and the Rules, accord Linked Organisation status to such professional organisations and other bodies as they think fit, provided that their objects are complementary to and/or in sympathy with the objects of the Charity.
- 12.2. The Council may in its discretion, by ordinary resolution terminate any linked organisations association with the Charity.
- 12.3. A Linked Organisation whose association with the Charity terminates, for whatever reason, shall not be entitled to the repayment of all or any part of the subscription or fee which might have been paid.

13 **General Meetings**

- 13.1. The Charity shall hold an annual general meeting (“AGM”) each year in addition to any other General Meetings in that year. Not more than fifteen months shall elapse between the dates of one AGM and that of the next. The AGM shall be held at such times and places as the Council shall appoint. At each AGM the date of the next AGM shall be fixed.
- 13.2. All general meetings other than AGMs shall be called General Meetings.

- 13.3. General Meetings may be called by the Council or on the requisition of at least 10% of the Ordinary Members, unless more than 12 months have elapsed since the date of the last General Meeting, in which case at least 5% of the Ordinary Members, may call a General Meeting, pursuant to the provisions of the CA 2006.
- 13.4. All General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of Ordinary Members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of the Ordinary Members.
- 13.5. The notice of the General Meetings shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM shall specify the meeting as such. The notice shall also comply with the provisions of section 325(1) of the CA 2006 which requires that each Ordinary Member is informed of his right to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity. The notice shall be given to all Members, Trustees, Honorary Members and the auditor.
- 13.6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

14 **Proceedings at General Meetings**

- 14.1. No business shall be transacted at any meeting unless a quorum is present. To constitute a quorum there must be at least 30 members or 10% of the current membership entitled to vote upon the business to be transacted (each being an Ordinary Member or a duly authorised representative of an Ordinary Member) whichever is the lesser, present to vote.
- 14.2. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
- 14.3. The President, if any, of the Trustees or in his absence the President Elect shall preside as chairman of the meeting, but if neither the President or the President Elect be present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
- 14.4. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their numbers to be chairman.
- 14.5. During the AGM Members will receive reports from Council including the Treasurer.
- 14.6. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from

time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 14.7. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 14.7.1. by the chairman; or
 - 14.7.2. by at least two Ordinary Members having the right to vote at the meeting; or
 - 14.7.3. by an Ordinary Member or Ordinary Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 14.8. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 14.9. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 14.10. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll.
- 14.11. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.12. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 14.13. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 14.14. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.15. The provisions of chapter 2 of Part 13 of the CA 2006 shall apply to written resolutions of Ordinary Members. A proposed written resolution shall lapse if it is not passed before the end of the period of 28 days beginning with the circulation date (as defined in section 290 of the CA 2006).

15 Votes of Members

- 15.1. Subject to Article 14.12 (Chairman's casting vote) every Ordinary Member shall have one vote.
- 15.2. No Ordinary Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 15.3. Resolutions of the Charity shall be passed by Ordinary Resolutions, unless provisions of the Statutes require that a resolution is passed by a Special Resolution.
- 15.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 15.5. No Ordinary Member shall debate or vote (whether in person or by proxy) on any matter in which he is personally interested without the permission of the majority of the persons present and voting.
- 15.6. Any organisation which is an Ordinary Member may by resolution of its governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Charity, and the individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Ordinary Member of the Charity. An instrument appointing such individual shall be in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Council may approve:

British Association for Cardiovascular Prevention and Rehabilitation

We [name of organisation] being a member of the above-named charity hereby appoint:

[Name and address of representative] or failing him,

[Name and address of representative] or failing him,

[Name and address of substitute] to vote on our behalf at the [Annual] [Adjourned] General Meeting of the above-mentioned charity to be held on theday of and at any adjournment thereof.

Signed [name] thisday of

- 15.7. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 15.8. Any Ordinary Member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote (by a show of hands or poll) instead of him.
- 15.9. The instrument appointing a proxy shall be signed by the appointer or his attorney in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Council may approve:

British Association for Cardiovascular Prevention and Rehabilitation

I [Ordinary Member's name and address] being an Ordinary Member of the above-named charity hereby appoint

[name and address of proxy holder] or failing him,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Annual][Adjourned] General Meeting of the above-named charity to be held on the day of and at any adjournment thereof.

Signed [name] this day of

- 15.10. The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall:
 - 15.10.1. In the case of an appointment in hard copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which it relates; or
 - 15.10.2. in the case of an appointment in electronic form, be received at an address specified (or is deemed by a provision in the CA 2006 to have been specified) by or on behalf of the Charity for the purpose of receiving documents or information in electronic form:
 - 15.10.2.1. in, or by way of note to, the notice convening the meeting;
 - 15.10.2.2. in any form of proxy sent by or on behalf of the Company in relation to the meeting; or

15.10.2.3. in any invitation in electronic form to appoint a proxy issued by or on behalf of the Company in relation to the meeting,

not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or

15.10.3. in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or

15.10.4. in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in hard copy form at the meeting at which the poll was demanded to the chairman of the meeting or to the secretary or to any Trustee.

15.11. in default of the provisions of Article 15.10 the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

15.12. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

15.13. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

15.14. A vote cast or a poll demanded by a proxy or by the duly authorised representative of a corporation shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such death, mental disorder, termination or revocation shall have been received by the Charity not later than the latest time at which the proxy would need to have been delivered to or received by the Charity in order to be valid for use at the meeting or adjourned meeting at which the proxy is used, or in the case of a poll, not later than the latest time at which the proxy would need to have been delivered to or received by the Charity to enable the proxy to vote on the poll. Such notice of termination shall be either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Charity regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

16 Trustees

16.1. The number of Trustees shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

16.2. Trustees (who shall be Members) shall be appointed as provided subsequently in the Articles.

- 16.3. Except to the extent permitted by the Articles, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Charity is a party.

17 Appointment and Retirement of Trustees and the Council

- 17.1. No person may be appointed or re-appointed as a Trustee:
- 17.1.1. unless he has attained the age of 18 years (unless it would not breach Statutes for him to be appointed or re-appointed and unless the Council approves his appointment).or
 - 17.1.2. in circumstances such that, had he already been a Trustee, he would have been disqualified from Acting under the provisions of Article 19 (unless it would not breach Statutes for him to be appointed or appointed and unless the Council approve his appointment).
- 17.2. Members of the Council shall be the Trustees and shall consist of Executive Officers and Ordinary Officers, as detailed below:
- 17.2.1. The five Executive Officers, who are:
 - 17.2.1.1. the President, who shall hold office for two years and then have the option to remain on the Council as an Ordinary Officer;
 - 17.2.1.2. the President Elect, who shall hold office for two years, and then become the President;
 - 17.2.1.3. the Secretary, who shall hold office for two years then have the option to remain on the Council as an Ordinary Officer ;
 - 17.2.1.4. the Treasurer, who shall hold office for 2 years and then have the option to remain on the Council as an Ordinary Officer;
 - 17.2.1.5. the Scientific and Programme Officer who shall hold office (provided he retains his position as Scientific and Programme Officer in that period) for two years with an opportunity to extend up to four years; and
 - 17.2.2. The nine Ordinary Officers who shall hold office for two years with an option to stand for re-election for a further two years.
- 17.3. Trustees shall retire in rotation at the AGM, subject to Article 17.11 below .
- 17.4. In order to ensure the decisions of the Council reflect the multidisciplinary nature of the Charity., if the Council decides that any of the professional disciplines outlined in the professional standards of the Charity (as amended from time to time and as normally set out in the document entitled the Standards and the Core Components) or any of the geographical areas of the UK are not represented, the Council may co-opt Co-Opted Advisers to

achieve this. Co-Opted Advisers will be entitled to attend meetings of the Council or General Meetings if and when the Council invites them to attend. Co-Opted Advisers may speak at these meetings, but will not be entitled to vote at these meetings. Co-Opted Advisers shall stand for a maximum of one year;

- 17.5. The Trustees (except the President and the President-Elect) shall be appointed in the following manner:
 - 17.5.1. The Secretary shall send to all Ordinary Members either at their last notified postal address or to their last notified email address (at the discretion of the Secretary), a note of the number of Trustees that need to be elected, a note of Executive Officer positions that are vacant (if any) a list of those Trustees eligible for re-election and a list of any Ordinary Members who have been nominated for election by the Council (“the ballot paper”);
 - 17.5.2. The ballot paper shall contain a date by when the ballot papers should be returned, such date being at least three weeks after the ballot papers were sent out;
 - 17.5.3. The accidental omission to issue a ballot paper to any Ordinary Member entitled to vote shall not invalidate the Ballot or the election of the nominee to a place on the Council.
 - 17.5.4. Every Ordinary Member shall have one vote for each Trustee vacancy to be filled, ie, if all nine Ordinary Officer positions are vacant and one Executive Officer position is vacant, each Ordinary Member shall be entitled to vote for ten eligible people to join the Council. The Ordinary Members will elect people that they want to be on the Council, and of those people elected by the Ordinary Members on to the Council, the existing Trustees shall decide which of the new members of the Council shall be Ordinary Officers and which shall fill the vacant Executive Officer positions accordingly to the provisions of Article 17.6;
 - 17.5.5. For every vacant possession, each Ordinary Member can elect one Ordinary Member, who can either be:
 - 17.5.5.1. eligible for re-election as a Trustee;
 - 17.5.5.2. nominated by the Council; or
 - 17.5.5.3. an Ordinary Member who is neither being re-elected nor has been nominated, but is eligible to be a Trustee.
 - 17.5.6. The Secretary shall count the votes and the nominees with the most votes of the total number cast shall be elected to fill the number of vacant positions on the Council.
 - 17.5.7. In the event that equal nominations have been made so that more than one Ordinary Member, but for the equal nominations, would be elected onto the Council the President Elect shall have a second or casting vote.

- 17.5.8. The Secretary's decision as to the new members of the Council shall be final and no appeal may be entered;
- 17.6. The Executive Officers (save for the President and the President Elect) shall be appointed from the Council in the following manner:
 - 17.6.1. The members of the Council who are appointed prior to the ballot paper being issued shall consider the Ordinary Officers that are elected under Article 17.5 above and the existing Ordinary Officers who are eligible for re-election and the Council shall decide, by way of a majority vote, which of these shall be appointed to the role of the Executive Officer roles that need to be filled.
- 17.7. The President Elect shall be appointed in the following manner:
 - 17.7.1. The Secretary shall send to all Ordinary Members either at their last notified postal address or to their last notified email address (at the discretion of the Secretary), a note that the President Elect is due to be elected, a note of the Trustees that are eligible for election, and a list of any Ordinary Members who have been nominated for election by the Council ("the ballot paper");
 - 17.7.2. The ballot paper shall contain a date by when the ballot papers should be returned, such date being at least three weeks after the ballot papers were sent out;
 - 17.7.3. The accidental omission to issue a ballot paper to any Ordinary Member entitled to vote shall not invalidate the Ballot or the election of the nominee to a place on the Council;
 - 17.7.4. Every Ordinary Member shall have one vote;
 - 17.7.5. Each Ordinary Member can elect one Ordinary Member, who can either be:
 - 17.7.5.1. eligible for re-election as a Trustee;
 - 17.7.5.2. nominated by the Council; or
 - 17.7.5.3. an Ordinary Member who is neither being re-elected nor has been nominated, but is eligible to be a Trustee.
 - 17.7.6. The Secretary shall count the votes and the nominee with the most votes of the total number cast shall be elected to be the President Elect. The Secretary's decision shall be final and no appeal may be entered;
 - 17.7.7. In the event that two Ordinary Members receive an equal, and the highest, number of votes, the current President Elect shall have a second or casting vote.
- 17.8. The President Elect shall become the President at the end of the President Elect's tenure as the President Elect. This shall be at the AGM that falls after the President Elect has served 2 years as the President Elect, or, if earlier, the

President ceasing to be the President. If there is no President and no President Elect, both shall be nominated in accordance with Article 17.7.

- 17.9. The result of the votes will be announced at the next General Meeting.
- 17.10. For the avoidance of doubt, the new Council members will take office with effect from the end of the next AGM and the outgoing Council members' resignation shall take effect from the end of that AGM.
- 17.11. Every Trustee shall stand for the following maximum periods:
 - 17.11.1. Ordinary Officers who have served for two years as an Ordinary Officer will need to be re-elected under the provisions of this Article;
 - 17.11.2. Trustees who have served as Trustees for two two-year consecutive periods can only be elected for one further two-year period, in a different role and will then need to stand down from any roles on the Council for a further two year period.
- 17.12. The Charity may, in General Meeting and by ordinary resolution appoint a person who is willing to Act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.
- 17.13. The Council may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such AGM, he shall vacate office at the conclusion thereof.
- 17.14. In the event that one of the Officers positions becomes vacant during the year for any reason, the Council may at its discretion decide to call for nominations and arrange a Ballot if necessary, at any time of the year.

18 POWERS OF TRUSTEES

- 18.1. Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the Trustees, who may exercise all the powers of the Charity, shall manage the business of the Charity. No alteration of the Articles and no such direction shall invalidate any prior Act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees and the Charity.
- 18.2. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:

18.2.1. to expend the funds of the charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

18.2.2. to enter into contracts on behalf of the Charity.

19 **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A Trustee shall cease to hold office if he:

- 19.1. ceases to be a Trustee by virtue of any provision in the Act or is disqualified from Acting as a Trustee by virtue of the Statutes;
- 19.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 19.3. retires by rotation in accordance with the provisions of these Articles;
- 19.4. resigns his office 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); or
- 19.5. is absent without the permission of the Trustees from all their meetings and without submitting apologies for three consecutive Council meetings and the Trustees resolve that his office be vacated.

20 **TRUSTEES' EXPENSES**

- 20.1. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but subject to Article 4 shall otherwise be paid no remuneration.

21 **PROCEEDINGS OF THE COUNCIL**

- 21.1. Subject to the provisions of these Articles and the Statutes, the Council may regulate its proceedings as it thinks fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President, or in his absence, the President Elect shall have a second or casting vote.
- 21.2. The Trustees shall meet at least twice a year, once during the Annual Conference.
- 21.3. The quorum for the transaction of the business of the Council shall be two Executive Officers and five Ordinary Officers.
- 21.4. The Council may act notwithstanding any vacancies in their number, but, 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 calling a General Meeting.

- 21.5. The President shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the President Elect shall preside as Chairman of the Meeting. If unwilling to act or not present, then the Trustees present may appoint one of their number to be Chairman of the meeting.
- 21.6. The Trustees may appoint one or more sub-committees consisting of such Trustees and Members as the Trustees deem fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees and provided further that in any such delegation of powers:
 - 21.6.1. the composition of any such committee shall be entirely at the discretion of the Council and shall comprise as many Trustees (if any) as the resolution may specify;
 - 21.6.2. the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a Secretary;
 - 21.6.3. all delegations under this Article shall be revocable at any time;
 - 21.6.4. the Council may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
 - 21.6.5. for the avoidance of doubt, the Council may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.
- 21.7. All acts done by a meeting of Trustees, or of a committee appointed by the Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 21.8. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

- 21.9. Trustees and members of any committee may participate in or hold a meeting of the Council or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other and address each other at the same time. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present. A meeting held in this way is deemed to take place at the place where the largest group or participating Trustees are assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 21.10. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in accordance with the current bank mandate which is currently the signatures of two officers.
- 21.11. In accordance with the CA 2006, a Trustee must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Trustee has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Trustee has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Trustee shall provide sufficient information to the other Trustees to enable them to properly debate the matter but shall not be counted in the quorum for that part of the meeting and shall have no vote on the matter.
- 21.12. In accordance with the requirements set out in Articles 21.13 to 21.16 inclusive, the Trustees may, authorise any matter proposed to them by any Trustee which would, if not authorised, constitute a breach of the duty to avoid conflicts of interests under section 175 of the CA 2006 ('**Conflict**').
- 21.13. Any authorisation under Article 21.12 will be effective only if:
- 21.13.1. the matter in question shall have been proposed by any Trustee for consideration at a meeting of Trustees in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
 - 21.13.2. any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Trustee in question and the Trustee concerned shall be absent from that part of the meeting at which the matter is discussed;
 - 21.13.3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted; and
 - 21.13.4. the Trustees, other than the Trustee concerned, consider that it is in the interests of the Charity to authorise the Conflict.
- 21.14. Any authorisation of a Conflict under Article 21.11 may (whether at the time of giving the authorisation or subsequently):

- 21.14.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 21.14.2. be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may determine;
 - 21.14.3. be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
- 21.15. In authorising a Conflict the Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through his involvement in the Conflict otherwise than as a Trustee of the Charity and in respect of which he owes a duty of confidentiality to another person the Trustee is under no obligation to:
- 21.15.1. disclose such information to the Trustees or to any Trustee or other officer or employee of the Charity;
 - 21.15.2. use or apply any such information in performing his duties as a Trustee, where to do so would amount to a breach of that confidence.
- 21.16. Where the Trustees authorise a Conflict:
- 21.16.1. the Trustee will be obliged to conduct himself in accordance with any terms imposed by the Trustees in relation to the Conflict;
 - 21.16.2. the Trustee will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the CA 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Trustees impose in respect of its authorisation; and
 - 21.16.3. neither the Trustee nor any Connected Person may receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 4.

22 MINUTES

- 22.1. The Trustees shall keep minutes in books kept for the purpose:
 - 22.1.1. of all appointments of Trustees and whether an Executive Officer or an Ordinary Trustee; and
 - 22.1.2. of all proceedings at General Meetings of the Charity, of the Council and of committees of Trustees and of committees appointed by the Council, which minutes shall include the names of the Trustees present at each such meeting.

23 ACCOUNTS

- 23.1. Accounts shall be prepared in accordance with the provisions of the Statutes.
- 23.2. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall

be kept at the Office or such other place within the United Kingdom as the Council think fit.

- 23.3. Subject to the requirements of the Statutes, the Charity may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by members at all reasonable times during usual business hours.
- 23.4. The Council shall lay before the AGM in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Charity and a report of the auditors of the Charity and shall comply with the provisions of the Statutes. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Charity.

24 **AUDIT**

- 24.1. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

25 **ANNUAL REPORT**

- 25.1. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

26 **ANNUAL RETURN**

- 26.1. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

27 **NOTICES**

- 27.1. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
- 27.2. The Charity may give any notice to a member either personally, by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address, or by electronic communication. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.

- 27.3. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 27.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 27.5. Where a notice or other document is given or sent by electronic communication it shall be deemed to have been given or sent at the expiration of 48 hours after it was sent to an address supplied by the Member for the purpose or on notification to the member of its publication on a web site. Proof that a notice or other document given by electronic communication was given or sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given.

28 INDEMNITY

- 28.1. Subject to the provisions of the Statutes every Trustee or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation hereto.
- 28.2. The Council shall have power to resolve pursuant to Article 3.1.10 to effect indemnity insurance notwithstanding their interest in such policy.

29 RULES

- 29.1. The Trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for ease of proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate:
- 29.1.1. The admission of Members of the Charity;
- 29.1.2. the entrance fees, subscriptions and other fees or payments to be made by Members, Affiliates and Linked Organisations;
- 29.1.3. the conduct of Members of the Charity in relation to one another, and to the Charity's employees and agents;
- 29.1.4. generally, all such matters as are commonly the subject matter of company rules.

- 29.2. The Council shall have the power to alter, add to or repeal the rules or by-laws by Ordinary Resolution and Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or by-laws, which shall be binding on all Members of the Charity, provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles of Association and providing no alteration would cause the Charity to cease to be a charity..