

**The Companies Act 2006**

**Company Limited by Guarantee without Share Capital**

**Articles of Association**

**of**

**The UK Evaluation Society (UKES)**

**Company Number: 04056956**

# The Companies Act 2006

## Company Limited by Guarantee without Share Capital

### Index to Articles of Association of The UK Evaluation Society (UKES)

#### CONTENTS

1.	Purposes .....	1
2.	Powers.....	1
3.	Limitation on private benefit .....	3
4.	Liability of members .....	4
5.	Indemnity .....	5
6.	Winding up.....	5
7.	Management of the Charity's business .....	5
8.	Ability to delegate .....	6
9.	Officers.....	7
10.	Rules and Standing Orders.....	7
11.	The Trustees must take decisions collectively.....	8
12.	Calling a Trustees' meeting .....	8
13.	Procedure for Trustees' meetings.....	8
14.	Decisions without a meeting .....	9
15.	Conflicts .....	9
16.	Validity of Trustee actions .....	10
17.	Number of Trustees .....	11
18.	Appointment and retirement of Trustees .....	11
19.	Disqualification and removal of Trustees.....	13
20.	Becoming a member.....	14
21.	Categories of membership and associate members.....	15
22.	Annual general meetings .....	15
23.	General meetings .....	15
24.	Notice of general meetings .....	15
25.	Attendance and speaking at general meetings .....	16
26.	Quorum for general meetings.....	17
27.	Chairing general meetings .....	18
28.	Attendance and speaking by Trustees and non-members.....	18
29.	Adjournment.....	18
30.	Voting at general meetings .....	19
31.	Poll voting: further provisions.....	20

32.	Proxies .....	21
33.	Delivery of Proxy Notices.....	21
34.	Power to delay or postpone general meetings .....	22
35.	Amendments to resolutions .....	23
36.	Written resolutions .....	23
37.	Communications by the Charity .....	24
38.	Irregularities .....	25
39.	Minutes.....	25
40.	Records and accounts.....	25
41.	Interpretation .....	26
42.	Exclusion of model articles .....	26

# The Companies Act 2006

## Company Limited by Guarantee without Share Capital

### Articles of Association of The UK Evaluation Society (UKES)

#### PART I - CHARITABLE STATUS AND CAPACITY

##### PURPOSES AND POWERS

###### 1. Purposes

The Charity exists to further the following charitable purposes:

- 1.1 To advance education and training for the public benefit in the practice of evaluation and to promote high professional, educational and ethical standards for practitioners in evaluation

###### 2. Powers

The Charity has power to do anything which helps to promote its purposes. For the avoidance of doubt (and without limit) it may:

###### ***Manage its finances***

- 2.1 raise funds;
- 2.2 borrow money (including, without limit, for the purposes of investment or raising funds);
- 2.3 accept or disclaim gifts (of money and/or other property);
- 2.4 lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by, any person or company;
- 2.5 invest money not immediately required for its purposes in or upon any investments, securities, or property;
- 2.6 set aside funds for particular reasons, or as reserves;
- 2.7 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 2.8 give guarantees or other security for the repayment of money borrowed, for a grant, or for the discharge of an obligation (but only in accordance with the restrictions in the Charities Act 2011); and
- 2.9 pay out of the funds of the Charity the costs of forming and registering the Charity;

###### ***Manage its property affairs***

- 2.10 dispose of, or deal with, all or any of its property (but only in accordance with the restrictions in the Charities Act 2011);

- 2.11 acquire or rent property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 2.12 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (and pay any reasonable fee for this);
- 2.13 impose (revocable or irrevocable) restrictions on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 2.14 incorporate and acquire subsidiary companies; and
- 2.15 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;

***Work with other organisations***

- 2.16 establish and support (or aid in the establishment and support of) any other organisations, execute charitable trusts and subscribe, lend or guarantee money or property for charitable purposes;
- 2.17 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limit any charitable trust, including a charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's purposes);
- 2.18 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them; and
- 2.19 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

***Manage its day-to-day operations***

- 2.20 subject to Article 3 (Limitation on private benefit):
  - 2.20.1 engage and remunerate staff and advisers;
  - 2.20.2 make reasonable provision for the payment of pensions and other benefits to or on behalf of employees and their spouses and dependants; and
  - 2.20.3 enter into compromise and settlement arrangements with them;
- 2.21 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake; and
- 2.22 provide indemnity insurance for:
  - 2.22.1 the Trustees, in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

2.22.2 officers who are not Trustees, subject to such conditions as the Trustees shall determine.

## **LIMITATION ON PRIVATE BENEFIT**

### **3. Limitation on private benefit**

#### ***The general rule***

3.1 The Charity's income and property may only be applied to promote its purposes.

3.2 In light of the Charity's charitable status:

3.2.1 no part of its income or property may be paid or transferred to any of the Charity's members, whether directly or indirectly, by way of dividend, bonus or otherwise by way of profit; and

3.2.2 no Trustee, or person Connected to them, may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by, or receive any remuneration from, the Charity;
- (c) buy any goods or services from the Charity on terms preferential to those applicable to members of the public; or
- (d) receive any other financial benefit from the Charity (that is, a benefit, direct or indirect, which is either money or has a monetary value);

except as set out in Article 3.3.

#### ***Exceptions to the general rule***

3.3 Article 3.2 does not prohibit:

3.3.1 an Authorised Benefit;

3.3.2 a benefit to a person in their capacity as a beneficiary of the Charity (including payment of reasonable prize monies awarded in the ordinary course of the Charity's activities);

3.3.3 the payment of reasonable expenses properly incurred by a Trustee or Connected person when acting on behalf of the Charity (including without limitation expenses falling within the scope of Article 2.9); or

3.3.4 any other payment, benefit or action which is authorised by the court or the Charity Commission (or where the Commission has confirmed that its authority is not required).

#### ***Authorised Benefits***

3.4 The following are Authorised Benefits:

3.4.1 A member, Trustee or Connected person may receive:

- (a) reasonable and proper remuneration for any goods or services supplied to the Charity (so long as, once this Article 3.4.1(a) has been relied upon, only a minority of Trustees

will be receiving (or will be Connected to a person who is receiving) remuneration from the Charity that is authorised by this Article 3.4.1(a));

- (b) reasonable and proper rent for premises let to the Charity; and/or
- (c) a reasonable and proper rate of interest on money lent to the Charity.

3.4.2 Additionally:

- (a) the Charity may pay reasonable and proper premiums in respect of indemnity insurance, as permitted under Article 2.22; and
- (b) a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 5.

#### ***Application to subsidiary companies***

3.5 In Articles 3.3 and 3.4, a reference to the Charity should be interpreted as including any Subsidiary Company of the Charity (in which case, cross-references in Article 3.4.2 to particular Articles should instead be interpreted as referring to the equivalent articles (if any) in governing document of that Subsidiary Company). (For the avoidance of doubt, the effect of this Article 3.5 is that only a minority of Trustees may receive (or may be Connected to a person who is receiving) remuneration from the Charity or any Subsidiary Company by virtue of Article 3.4.1(a) at any time, meaning that any relevant remuneration paid by a Subsidiary Company to a Trustee (or Connected person) must be taken into account when determining how many Trustees fall within the scope of Article 3.4.1(a) at any time.)

#### ***Authorised benefits: additional terms***

3.6 Where a benefit is to be received from the Charity (rather than a Subsidiary Company), Article 3.4.1(a):

3.6.1 does not permit Trustees to be employed by the Charity (but, for the avoidance of doubt, a Connected person can be employed by the Charity); and

3.6.2 does not permit a Trustee to be paid for acting as a charity trustee.

3.7 Article 15 (Conflicts) applies where benefits are to be received under this Article.

3.8 If the Charity is registered with the Office of the Scottish Charity Regulator, the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

### **LIMITATION OF LIABILITY AND INDEMNITY**

#### **4. Liability of members**

The liability of members is limited. Each member agrees, if the Charity is wound up while they are a member (or within one year after they cease to be a member), to pay up to £1 towards:

4.1 payment of the Charity's debts and liabilities contracted before they ceased to be a member;

- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributors among themselves.

**5. Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled:

- 5.1 every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and
- 5.2 every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

**WINDING UP**

**6. Winding up**

- 6.1 At any time before, and in expectation of, the winding up or dissolution of the Charity, the members or, subject to any resolution of the members, the Trustees, may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on the winding up or dissolution of the Charity be applied or transferred in any of the following ways:
  - 6.1.1 directly for the purposes of the Charity; or
    - (a) to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:
    - (b) for purposes similar to the purposes of the Charity; or
    - (c) for use for particular purposes that fall within the purposes of the Charity.
- 6.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity under this Article 6 (except to a member that is itself an institution chosen to benefit under this Article 6).
- 6.3 If no resolution is passed in accordance with Article 6.1 the net assets of the Charity shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

**PART II – TRUSTEES**

**THE ROLE OF THE TRUSTEES**

**7. Management of the Charity’s business**

- 7.1 Unless the Articles provide otherwise, the Trustees are responsible for managing the Charity’s business. When doing so, they may exercise all the powers of the Charity.



7.2 The members may pass a special resolution requiring the Trustees to take (or refrain from taking) specified action: but this does not invalidate anything which the Trustees did before the resolution was passed.

## 8. **Ability to delegate**

8.1 Unless the Articles provide otherwise, the Trustees may delegate:

8.1.1 any of their powers or functions to any committee; and

8.1.2 the implementation of their decisions, or the day-to-day management of the Charity's affairs, to any person or committee.

8.2 The Trustees may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

### ***Delegating to a committee***

8.3 When delegating to a committee, the Trustees must confirm:

8.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);

8.3.2 how the committee will report regularly to the Trustees; and

8.3.3 any other regulations relating to the functioning of the committee.

8.4 No committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

### ***Delegating investment management***

8.5 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

8.5.1 the investment policy is set down in writing for the Financial Expert or Financial Experts by the Trustees;

8.5.2 timely reports of all transactions are provided to the Trustees;

8.5.3 the performance of the investments is reviewed regularly with the Trustees;

8.5.4 the Trustees are entitled to cancel the delegation arrangement at any time;

8.5.5 the investment policy and the delegation arrangements are reviewed regularly;

8.5.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and

- 8.5.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

***Appointing agents***

- 8.6 The Trustees may (by power of attorney or otherwise) appoint any person to be the agent of the Charity for such purposes and on such conditions as they decide.

**9. Officers**

- 9.1 Subject to Article 9.6, on the occurrence of an Officer Vacancy or an anticipated Officer Vacancy, the Nominations Committee shall:

9.1.1 invite applications to fill these vacancies from within the membership (including but not limited to those currently serving as Trustees);

9.1.2 review applications submitted to the Nominations Committee in line with the Nomination Criteria as set out in standing orders; and

9.1.3 propose the applicants who meet this criteria as Approved Officer Candidates.

9.2 Where the number of Approved Officer Candidates is equal to the number of Officer Vacancies, the Approved Officer Candidate(s) shall be deemed to have been elected as (an) Officer(s) with effect from the end of business of the next annual general meeting.

9.3 Where the number of Approved Officer Candidates is greater than the number of Officer Vacancies, prior to the next annual general meeting, the Nominations Committee shall arrange a ballot by which the members shall vote for their preferred Approved Officer Candidate(s), the results of which shall be announced at the annual general meeting, with the Approved Officer Candidate(s) receiving the most votes being elected as (an) Officer(s) at that annual general meeting.

9.4 Notwithstanding Article 18.8, those elected as Officers under Article 9.2 or Article 9.3 may serve until the end of the annual general meeting held in the third year after they are elected.

9.5 Where no Approved Officer Candidates have been identified by the Nominations Committee in accordance with Article 9.1, or where there are fewer Approved Officer Candidates than Officer Vacancies, or where none have been elected by the members in accordance with Article 9.4, the Trustees may appoint from within their number a person to fill any one or more of the Officer roles as defined at Schedule 1 until the following annual general meeting, in advance of which the Nominations Committee shall identify whether there are any Approved Officer Candidates who might fill the vacancy and hold a ballot in accordance with Article 9.2.

**10. Rules and Standing Orders**

10.1 The Trustees may from time to time make, repeal or alter such rules and standing orders as they think fit as to the management of the Charity and its affairs, including (without limitation) the conduct of meetings (including any arrangements for Remote Attendance); codes of conduct for members or trustees; the payment of subscriptions; and the duties of officers and employees of the Charity. The rules shall be binding on all members of the Charity. No rule

shall be inconsistent with the Companies Acts, the Articles or any rule of law and if inconsistencies do occur, the Articles, legislation and any rule of law shall take precedence.

## **HOW TRUSTEES MAKE DECISIONS**

### **11. The Trustees must take decisions collectively**

Any decision of the Trustees must be either:

- 11.1 a decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to the casting vote described in Article 13.5); or
- 11.2 a decision without a meeting taken in accordance with Article 14.

### **12. Calling a Trustees' meeting**

- 12.1 The Chair or any two Trustees may call a Trustees' meeting or instruct the Secretary (if any) to do so.
- 12.2 A Trustees' meeting must be called by at least four Clear Days' notice unless all the Trustees agree otherwise, or urgent circumstances require shorter notice. The person scheduling the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.
- 12.3 Notice of Trustees' meetings must be given to each Trustee by such means as the Trustees decide. Such notice does not need to be in writing, but must specify:
  - 12.3.1 the day and time of the meeting;
  - 12.3.2 the place where all the Trustees may physically attend the meeting (if there is to be such a place);
  - 12.3.3 the general nature of the business to be considered at the meeting; and
  - 12.3.4 if it is anticipated that Trustees participating in the meeting will not be in the same physical place, how it is proposed that they should communicate with each other during the meeting.

### **13. Procedure for Trustees' meetings**

#### ***Quorum***

- 13.1 The Trustees cannot conduct any business at a Trustees' meeting unless a quorum is participating. However, if the total number of Trustees for the time being is less than the quorum required, the Trustees may still act to appoint further Trustees, or call a general meeting to enable the members to do so.
- 13.2 The Trustees may decide the quorum from time to time, but it must never be less than three. Unless they decide otherwise, it is three or one-third of the total number of Trustees, whichever is the greater.

***Virtual / hybrid meetings are acceptable***

- 13.3 Meetings do not need to take place in one physical place. Trustees participate in (and form part of the quorum in relation to) a Trustees' meeting, or part of a Trustees' meeting, when they can contemporaneously communicate with each other by any means. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

***Chair and casting vote***

- 13.4 The Chair, if any, or in their absence another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.
- 13.5 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, and the chair of the meeting is eligible to vote in accordance with the conflicts of interest provisions set out in Article 15 at the meeting, they will have a casting vote in addition to any other vote they may have.

**14. Decisions without a meeting**

- 14.1 A decision is taken in accordance with this Article 14 when the majority of the Trustees indicate by any means that they share a common view on a matter.

**15. Conflicts**

***Declaration of interests***

- 15.1 A Trustee must declare the nature and extent of:
- 15.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Charity; and
- 15.1.2 any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the Charity or their duties to the Charity.

***Involvement in decision-making***

- 15.2 A Trustee's entitlement to participate in decision-making in relation to a matter depends on whether:
- 15.2.1 their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Charity (a "**Potential Conflict Situation**"); or
- 15.2.2 this is not the case (a "**No Conflict Situation**").

Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other Trustees taking part in the relevant decision.

- 15.3 A Trustee in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.

15.4 A Trustee in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter, unless:

15.4.1 a majority of the other Trustees taking part in the relevant decision decide otherwise; or

15.4.2 the decision could result in the Trustee or any person who is Connected with them receiving a benefit. The following benefits are not counted for the purposes of this Article:

(a) any benefit received by any person in their capacity as a beneficiary of the Charity (see Article 3.3.2) which is available generally to the beneficiaries of the Charity;

(b) the payment of premiums in respect of indemnity insurance (see Article 3.4.2(a));

(c) payment under the indemnity in Article 5;

(d) reimbursement of expenses (see Article 3.3.3); or

(e) any benefit authorised by the court or the Charity Commission under Article 3.3.4, so long as any conditions accompanying that authorisation are complied with;

in which case Article 15.5 applies to the decision.

15.5 If this Article 15.5 applies, the relevant Trustee must:

15.5.1 take part in the relevant decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

15.5.2 not be counted in the quorum for that part of the process; and

15.5.3 withdraw during the vote (if applicable) and have no vote on the matter.

#### ***Continuing duties to the Charity***

15.6 Where a Trustee or person Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

15.6.1 the Trustee shall not be in breach of their duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

15.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

#### **16. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

## **APPOINTMENT AND RETIREMENT, ETC. OF TRUSTEES**

### **17. Number of Trustees**

- 17.1 The Charity shall seek to ensure that there are always at least three Trustees in post.
- 17.2 The normal number of Trustees shall be 12, with a maximum of 15 where helpful to provide for appropriate succession planning. Subject to Article 18.3.3, at least half of the total number of Trustees shall be Elected Trustees and at least one-third of the total number of Trustees shall be Board Appointed Trustees.

### **18. Appointment and retirement of Trustees**

- 18.1 The first Trustees shall be the people notified to the Registrar of Companies as the initial directors of the Charity.
- 18.2 Subsequent Trustees may (on condition they would not be disqualified under Articles 18.8 / 18.9 or 19) be:
- 18.2.1 elected by the membership in accordance with Article 18.3 (the Elected Trustees);
- 18.2.2 appointed, by a decision of the Trustees, in accordance with Article 18.4 (the Board Appointed Trustees).
- 18.3 The process for the election of the Elected Trustees shall be as follows:
- 18.3.1 As and when the number of Elected Trustees is due to fall below half of the total number of Trustees at the conclusion of an annual general meeting, prior to that annual general meeting, the Nominations Committee shall:
- (a) invite applications to fill these vacancies from within the membership;
  - (b) review applications submitted to the Nominations Committee in line with the Nomination Criteria as set out in standing orders; and
  - (c) propose the applicants who meet this criteria as Approved Candidates.
- 18.3.2 Where the number of Approved Candidates is less than or equal to the number of Elected Trustee Vacancies, the Approved Candidate(s) shall be appointed to the Board of Trustees, subject to their appointment being ratified by the members by ordinary resolution at the next annual general meeting, where each Approved Candidate shall have their appointment individually ratified by the members. For the avoidance of doubt, the appointment date for such Elected Trustees shall be the date on which they are first appointed to the Board of Trustees and not the date on which their appointment is ratified.
- 18.3.3 Where the appointment of any Approved Candidate(s) under Article 18.3.2 is not ratified by the members at the following annual general meeting and this causes the total number of Elected Trustees to fall to less than half the total number of Trustees, the remaining Trustees may either fill the vacancies with Board Appointed Trustees in accordance with Article 18.2.2, or decide to leave the position vacant until another ballot can be run and ratified at the next annual general meeting.

- 18.3.4 Where the number of Approved Candidates is greater than the number of Elected Trustee Vacancies, prior to the next annual general meeting, the Nominations Committee shall arrange a ballot by which the members shall vote for their preferred Approved Candidates, the results of which shall be announced at the annual general meeting, with the Approved Candidate(s) receiving the most votes being elected as (an) Elected Trustee(s).
- 18.4 The board may appoint Board Appointed Trustees based on recommendations from the Nominations Committee, having regard to the balance of skills and experience required across the Board of Trustees as a whole, and good governance principles related to equality, diversity and inclusion.

**Nominations Committee / Conditions of Appointment.**

- 18.5 The Nominations Committee shall be established and operate in accordance with Articles 8.3 and above. It shall have the power to:
- 18.5.1 publish Nomination Criteria prior to the inviting applications under Article 18.3.1(a)
- 18.5.2 have complete discretion as to which applicants are proposed as Approved Candidates; and
- 18.5.3 have complete discretion as to whether it shall make any recommendations with regard to any Approved Candidates, and in relation to which Approved Candidates any recommendations are made.

***Terms of office***

***Elected trustees***

- 18.6 Notwithstanding Article 18.3.2, if a Trustee is elected by the members in accordance with Articles 18.2.1 and 18.3:
- 18.6.1 their appointment as Trustee takes effect at the end of the annual general meeting at which their election is announced (or, if the number of Approved Candidates matches the number of vacancies and no ballot is conducted, at the end of the next annual general meeting);
- 18.6.2 they may serve until the end of the annual general meeting held in the third year after they are elected;
- 18.6.3 at that meeting, subject to Article 18.8, they will be eligible for re-election for a second consecutive term of office; and
- 18.6.4 once these time periods have elapsed, the Trustee must take a break from office and will not be eligible for re-election until three years have passed.

***Board Appointed Trustees***

- 18.7 If a Trustee is appointed by the board in accordance with Article 18.2.2 and 18.4:
- 18.7.1 they will serve until the board meeting following the third anniversary of their appointment;
- 18.7.2 at that meeting, subject to Article 18.8, they will be eligible for re-appointment by the Trustees for a second consecutive term of office; and

- 18.7.3 once these time periods have elapsed, the Trustee concerned must take a break from office in accordance with Article 18.6.4.

***Long-stop***

- 18.8 Subject to Article 9.4, a Trustee who has served for six consecutive years (regardless of the means of appointment or election) is ineligible for re-appointment or re-election for a further term, until they have taken a break for the periods specified in Article 18.6.4

***Minimum age***

- 18.9 No one may be appointed as a Trustee unless they have reached the age of 18 years.

**19. Disqualification and removal of Trustees**

A Trustee ceases to hold office if:

- 19.1 they cease to be a director, or become prohibited from being a director or charity trustee, by law;
- 19.2 the Trustees reasonably believe that the Trustee has become physically or mentally incapable of managing their own affairs and they resolve to remove the Trustee from office;
- 19.3 they notify the Charity in writing that they are resigning from office, and any period of time specified in such notice has passed (but only if at least a quorum of Trustees will remain in office when such resignation has taken effect);
- 19.4 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that they be removed for this reason;
- 19.5 at a general meeting of the Charity, a resolution is passed that the Trustee be removed from office, provided the meeting has invited their views and considered the matter in the light of such views; or
- 19.6 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee is removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Trustees.



## **PART III - MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **20. Becoming a member**

- 20.1 The first members of the Charity are the subscribers to its Memorandum of Association.
- 20.2 After this, the Trustees may admit members, or establish a procedure for their admission.
- 20.3 Except for the subscribers to the Memorandum, no person may become a member of the Charity unless:
- 20.3.1 they have applied for membership; and
- 20.3.2 the Trustees have either approved the application or established a procedure by which the application is approved.
- 20.4 The Trustees may from time to time prescribe criteria for membership.
- 20.5 The Trustees may in their absolute discretion decline to accept any person as a member (whether or not they meet any criteria prescribed under Article 20.4), and do not need to give reasons for this.

#### ***Subscriptions***

- 20.6 The Trustees may at their discretion levy subscriptions on members of the Charity at such rate or rates as they shall decide. A former member remains liable for any unpaid subscriptions accrued while they were a member of the Charity.
- 20.7 No member shall be entitled to vote at any general meeting nor on any written resolution unless all monies presently payable by them to the Charity have been paid.

#### **Ending membership**

- 20.8 Membership is not transferable.
- 20.9 A person shall cease to be a member if:
- 20.9.1 they die;
- 20.9.2 they give at least seven days' written notice to the Charity that they intend to withdraw from membership, and that period of notice has elapsed;
- 20.9.3 any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid seven days after notice served on the member by the Charity informing them that they will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Trustees may decide;
- 20.9.4 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be removed from membership on the ground that it is in the best interests of the Charity that their membership is terminated. Such a resolution may

not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

**21. Categories of membership and associate members**

21.1 The Trustees may create categories of membership with different subscriptions or benefits and may alter such benefits and subscriptions at any time, including where several individual members are employed by the same employer. They may not alter voting rights. To the extent that any class rights (as defined in the Companies Acts) are created under this Article, those rights can be varied by special resolution of the members (without the need for separate consents from the members of affected classes).

**ORGANISATION OF GENERAL MEETINGS**

**22. Annual general meetings**

22.1 Subject to Article 34, the Charity must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

22.2 The annual general meeting shall be held in accordance with such arrangements as are made by the Trustees.

**23. General meetings**

23.1 The Trustees may call a general meeting at any time.

23.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

**24. Notice of general meetings**

***Length of notice***

24.1 All general meetings must be called by either:

24.1.1 at least 14 Clear Days' notice; or

24.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

***Contents of notice***

24.2 A notice calling a general meeting must specify the following information, insofar as required by the Companies Acts:

24.2.1 the day, time and place of the meeting; and

- 24.2.2 the general nature of the business to be transacted.
- 24.3 If a special resolution is to be proposed, the notice must include the full text of the proposed resolution and specify that it is proposed as a special resolution.
- 24.4 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of the Charity.
- 24.5 If the Charity gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice).

*Service of notice*

- 24.6 Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Charity.

**25. Attendance and speaking at general meetings**

- 25.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 25.2 A person is able to exercise the right to vote at a general meeting when:
- 25.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and
- 25.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 25.3 In determining attendance at a general meeting, it is irrelevant whether any two or more members attending it are in the same physical location as each other.
- 25.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 25.5 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
- 25.6 When the Trustees have made arrangements to facilitate Remote Attendance:
- 25.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the

meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and

- (b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 25.6.2 the Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 25.6.3 the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
  - (b) how those attending by Remote Attendance may vote;
- 25.6.4 Insofar as not disapplied by any arrangements made under Article 25.5:
- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
  - (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
  - (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Charity) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

**26. Quorum for general meetings**

- 26.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 26.2 The quorum shall be the lesser of:
- 26.2.1 25 members present in person or by proxy and entitled to vote on the business to be transacted (on condition that at least two individuals must be physically present); or
  - 26.2.2 10% of the total membership (represented in person or by proxy);
- 26.3 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum.

26.4 If a quorum is not present within half an hour from the time appointed for the meeting; (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:

26.4.1 where the meeting has been called by requisition of the members under the Companies Acts, it shall be dissolved; or

26.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Trustees may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

## 27. **Chairing general meetings**

27.1 The Chair (if any) or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.

27.2 If neither the Chair nor any Trustee nominated in accordance with Article 27.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting.

27.3 Failing this, the members present in person or by proxy, and entitled to vote must choose one of the members present to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a member.

## 28. **Attendance and speaking by Trustees and non-members**

28.1 Trustees may attend and speak at general meetings, whether or not they are members.

28.2 The chair of the meeting may permit other persons who are not members of the Charity (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

## 29. **Adjournment**

29.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:

29.1.1 with the consent of the meeting;

29.1.2 in the event of technical failure under Article 26.4.2; or

29.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.

29.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

29.3 When adjourning a general meeting, the chair of the meeting must:

- 29.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
- 29.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 29.4 If the meeting is to continue more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:
  - 29.4.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
  - 29.4.2 containing the same information which such notice is required to contain.
- 29.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### 30. **Voting at general meetings**

- 30.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

#### ***Voting rights***

- 30.2 Where a vote is carried out by a show of hands, the following persons have one vote each:
  - 30.2.1 each member present in person; and
  - 30.2.2 (subject to Article 33.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

provided that if a person attending the meeting falls within both of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

- 30.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
  - 30.3.1 every member present in person; and
  - 30.3.2 every member present by proxy (subject to Article 33.3)
- 30.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.
- 30.5 This Article 30 is subject to Article 20.7 (voting rights where there are unpaid subscriptions).

#### ***Saving provisions***

- 30.6 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

30.7 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

30.7.1 Has or has not been passed; or

30.7.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 39 is also conclusive evidence of that fact without such proof.

## 31. **Poll voting: further provisions**

### ***Process for demanding a poll***

31.1 A poll on a resolution may be demanded:

31.1.1 in advance of the general meeting where it is to be put to the vote; or

31.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

31.2 A poll may be demanded by:

31.2.1 the chair of the meeting;

31.2.2 the Trustees;

31.2.3 two or more persons having the right to vote on the resolution;

31.2.4 any person who holds two or more votes; or

31.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

31.3 A demand for a poll may be withdrawn, if the poll has not yet been taken, and with the consent of the chair of the meeting.

### ***Procedure on a poll***

31.4 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

31.5 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

31.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

31.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a

poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

31.8 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.

31.9 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

## 32. **Proxies**

### ***Power to appoint***

32.1 A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

### ***Manner of appointment***

32.2 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

32.2.1 states the name and address of the member appointing the proxy;

32.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

32.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may decide; and

32.2.4 is delivered to the Charity in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

32.3 The Charity may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

32.4 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.

32.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

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

32.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

## 33. **Delivery of Proxy Notices**

33.1 A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by the Charity in accordance with the following timing requirements:



(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	The Proxy Notice must be: 1. delivered in accordance with paragraph (c) below; or 2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

33.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 33.

33.3 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.

33.4 The appointment of a proxy may be revoked by 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. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

33.5 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.

**34. Power to delay or postpone general meetings**

34.1 The Trustees may suspend the requirement to hold an annual general meeting within the time limits specified in Article 22.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Trustee retirements and appointments, which when resolved upon and communicated to the members shall be binding in place of the arrangements in Article 18).

34.2 The Trustees may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Trustees

must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

**35. Amendments to resolutions**

35.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:

35.1.1 notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

35.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

35.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

35.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

35.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

**36. Written resolutions**

Subject to Article 20.7 (voting rights where there are unpaid subscriptions), the Charity may deal with business by written resolution in accordance with the Companies Acts and the Articles.

**PART IV - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

**37. Communications by the Charity**

***General rule***

37.1 The Charity may send or supply any documents, notices, information or other material to members or Trustees in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 37.2.

<b>Method</b>	<b>Deemed delivery</b>
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) By electronic means;	The day it was sent.
(d) By making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) By other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

***Exceptions***

37.2 The following exceptions apply:

37.2.1 where the Companies Act 2006 requires it, the requirements in that Act for the Charity to gain a person’s consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);

37.2.2 insofar as the communication falls within the scope of the Companies Act 2006, the Charity must have gained the Trustee’s prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Trustee may agree with the Charity that notices or documents concerning Trustee decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;

37.2.3 a member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called;

37.2.4 a member who does not register a postal address within the United Kingdom with the Charity shall not be entitled to receive any notice from the Charity (while it may provide them, in its discretion and subject to these Articles and the Companies Acts); and

- 37.2.5 where any document or material has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
- (a) if the material has been sent to a member or Trustee and is notice of a general meeting of the Charity, the Charity is under no obligation to send a hard copy of the material to their postal address as shown in the Charity's register of members or Trustees, but may in its discretion choose to do so;
  - (b) in all other cases, the Charity shall send a hard copy of the material to the member's postal address (within the United Kingdom) as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person within the United Kingdom (if any); and
  - (c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

### 38. **Irregularities**

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

### 39. **Minutes**

39.1 The Trustees must ensure minutes are made:

39.1.1 of all appointments of officers made by the Trustees;

39.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

39.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

### 40. **Records and accounts**

40.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

40.1.1 annual reports;

40.1.2 annual statements of account; and

40.1.3 annual returns or confirmation statements.

40.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member.

41. **Interpretation**

These Articles should be read and interpreted in accordance with Schedule 1.

42. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are expressly excluded.

## Schedule 1 - Interpretation – Defined Terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.1	<b>“Address”</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means;
1.2	<b>“Approved candidates”</b>	members of the Charity who have applied to fill an Elected Trustee Vacancy and have been approved by the Nominations Committee as meeting the Nominations Criteria;
1.3	<b>“Approved officer candidates”</b>	members and/or Trustees of the Charity who have applied to fill an Officer Vacancy and have been approved by the Nominations Committee as meeting the Nominations Criteria;
1.4	<b>“Articles”</b>	the Charity’s articles of association;
1.5	<b>“Board Appointed Trustee(s)”</b>	Trustees appointed by the board in accordance with Article 18.4;
1.6	<b>“Chair”</b>	means the Chair of the Trustees as appointed in accordance with Article 9;
1.7	<b>“Charity”</b>	means the UK Evaluation Society (UKES), company number: 04056956 of registered office: 7 Bell Yard, London, WC2A 2JR
1.8	<b>“Clear days”</b>	in relation to the period of a notice, that 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;
1.9	<b>“Companies acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.10	<b>“Connected”</b>	means in respect of a Trustee:  (a) the Trustee’s parent, child, sibling, grandparent or grandchild; (b) the spouse or civil partner of the Trustee or another person described in paragraph (a); (c) a person carrying on business in partnership with the Trustee, or a person described in paragraph (a) or (b);

- (d) an institution controlled by the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c); or
- (e) a body corporate in which the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c) have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

1.11	<b>“Elected Trustee(s)”</b>	a Trustee/Trustees who have been elected by the membership in accordance with Article 18.3
1.12	<b>“Elected trustee vacancy/vacancies”</b>	a vacancy/vacancies created when the number of Elected Trustees serving on the board falls below half the total number of Trustees;
1.13	<b>“Electronic form” and “electronic means”</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14	<b>“Financial expert”</b>	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.15	<b>“Hard copy” and “hard copy form”</b>	have the meanings respectively given to them in the Companies Act 2006;
1.16	<b>“Nominations committee”</b>	a committee to which the board has delegated responsibility and authority to oversee the nomination and recruitment of Trustees, the composition of which shall be dictated by standing orders created or varied by the Trustees from time to time;
1.17	<b>“Nomination criteria”</b>	the criteria by which applicants wishing to be considered to fill an Elected Trustee Vacancy shall be judged, the details of which shall be dictated by standing orders created or varied by the Trustees from time to time.
1.18	<b>“Officer(s)”</b>	One or more of any of the following positions: Chair of the Trustees; Vice-chair of the Trustees; Treasurer; and Company Secretary.
1.19	<b>“Officer vacancy/vacancies”</b>	a vacancy created when the one of the positions listed under “Officer(s)” is no longer filled;
1.20	<b>“Purposes”</b>	mean the charitable objects (or purposes) of the Charity;
1.21	<b>“Proxy notice”</b>	has the meaning given in Article 32;

- 1.22     **“Public holiday”**                     means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.23     **“Remote attendance”**                 means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 25.5;
- 1.24     **“Secretary”**                             the secretary of the Charity (if any);
- 1.25     **“Subsidiary company”**                 any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and
- 1.26     **“Trustee”**                             a director of the Charity, and includes any person occupying the position of director, by whatever name called.

2.       Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
3.       Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4.       Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.