

Articles of Association

Company Number: 02229663

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE RENAL ASSOCIATION

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PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Articles, unless the context requires otherwise:

“association” means the company intended to be regulated by these articles;

“articles” means the Association’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairperson” has the meaning given in article 34;

“chairperson” of the meeting” has the meaning given in article 75;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association and reference to “the Act” shall be construed accordingly;

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

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

“member” has the meaning given in section 112 of the Companies Act 2006;

“objects” are the objectives of the Association as set out in article 3;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a trustees’ meeting, has the meaning given in article 28;

“person” shall include natural persons, firms, partnerships, companies, corporations, unincorporated bodies, associations, organisations, government and statutory bodies, foundations and trusts (whether or not having legal personality) together with their legal personal representatives and assigns;

“proxy notice” has the meaning given in article 91;

“Rules” means the Rules of the Association from time to made, added to or repealed in accordance with articles 119 to 121;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“trustees” means the Trustees of the Association, and includes any person occupying the position of trustee, by whatever name called (and trustee shall have a corresponding meaning);

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles became binding on the Association.

Unless expressly provided otherwise, a reference to a statutory or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he or she or it is a member or within one year after he or she or it ceases to be a member, for:
 - 2.1 payment of the Association’s debts and liabilities contracted before he or she or it ceases to be a member,
 - 2.2 payment of the costs, charges and expenses of winding up, and
 - 2.3 adjustment of the rights of the contributories among themselves.

The Objects

3. The Objects of the Association are:

“The objectives of the Association are the relief of sickness and protection and preservation of public health by:

- 3.A Advancing, collating and disseminating knowledge of renal structure and function;
- 3.B Seeking means for the prevention and treatment of renal disorders;
- 3.C Dealing with any matters concerning the welfare of patients with renal diseases and the organisation of services for their relief.”

Powers

4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:
 - 4.1 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 Association;
 - 4.2 to raise funds and to invite and receive contributions: provided that in raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 4.3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property, rights or privileges

- 4.4 subject to article 5 below to employ staff, who shall not be trustees of the Association (hereinafter referred to as the trustees), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.5 subject to such consents as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- 4.6 to invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) imposed or required by law and subject also as hereinafter provided;
- 4.7 to invest the moneys of the Association in shares of a private Association or private companies limited by shares provided that such Association or companies shall be wholly owned subsidiaries of the Association;
- 4.8 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.9 to co-operate with other charities, voluntary bodies, statutory authorities and other organisations operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.10 to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- 4.11 to do all such other lawful things as are necessary for the achievement of the Objects.

Application of Income and Property

5. The income and property of the Association 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 Association, and no trustee shall be appointed to any office of the Association which is remunerated by way of either salary or fees or the receipt of any other benefit in money or money's worth from the Association in connection with their role as trustee of the Association. Provided that nothing in this document shall prevent any payment in good faith by the Association of reasonable and proper remuneration for any services rendered to the Association by any third party, or member, officer, servant, consultant or employee of the Association.

Dissolution

6. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the Association, 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 Association by clause 5 above, chosen by the members of the Association at or before the time of dissolution and if that cannot be done then to some other charitable object.

PART 2 - TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

Trustees' general authority

7. Subject to the Articles, the Trustees are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
8. 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:
 - 8.1 to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Association 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 Association;
 - 8.2 to enter into contracts on behalf of the Association.
9. Any bank account in which any part of the assets of the Association is deposited shall be operated by the secretariat on behalf of the Trustees, or in such other manner as the Trustees shall otherwise agree from time to time, and shall indicate the name of the Association and its charitable status. All cheques and orders for the payment of money from such account shall normally be signed by two trustees, except that the Trustees may authorise that such cheques and orders up to a certain sum may be signed by one trustee, employee or agent alone.

Members' reserve power

10. The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
11. No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

Trustees may delegate

12. Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
 - 12.1 to such person or committee;
 - 12.2 by such means (including by power of attorney);
 - 12.3 to such an extent;
 - 12.4 in relation to such matters or territories; and
 - 12.5 on such terms and conditions;

as they think fit.

13. If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
14. The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

15. Committees to which the Trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by trustees.
16. The Trustees may make rules of procedure for all or any committees, and members of any such committees shall comply with all provisions governing the same as may be made by the Trustees and whether or not such rules are also contained in the Rules from time to time.
17. All acts and proceedings of any committees shall be fully and promptly reported in writing to the Trustees, who shall duly record their approval of such acts and proceedings.

DECISION-MAKING BY TRUSTEES

Trustees to take decisions collectively

18. The general rule about decision-making by trustees is that any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with article 19.
19. If
 - 19.1 the Association only has one trustee, and
 - 19.2 no provision of the Articles requires it to have more than one trustee,

the general rule does not apply, and the trustee may take decisions without regard to any of the provisions of the Articles relating to trustees' decision-making.

Unanimous decision

20. A decision of the Trustees is taken in accordance with this article when all eligible trustees indicate to each other by any means that they share a common view on a matter.
21. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible trustee or to which each eligible trustee has otherwise indicated agreement in writing.
22. References in this article to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting.
23. A decision may not be taken in accordance with this article if the eligible trustees would not have formed a quorum at such a meeting.

Calling a trustees' meeting

24. Any trustee may call a trustees' meeting by giving notice of the meeting to the Trustees or by authorising the Association Honorary Secretary (if any) to give such notice.

25. Notice of any trustees' meeting must indicate:
- 25.1 its proposed date and time;
 - 25.2 where it is to take place; and
 - 25.3 if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
26. Notice of a trustees' meeting must be given to each trustee, but need not be in writing.
27. Notice of a trustees' meeting need not be given to trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in trustees' meetings

28. Subject to the Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:
- 28.1 the meeting has been called and takes place in accordance with the Articles, and
 - 28.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
29. In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.
30. 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.

Quorum for trustees' meetings

31. At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
32. The quorum for trustees' meetings may be fixed from time to time by a decision of the Trustees, but shall not be less than one half of their number or two trustees, whichever is the greater.
33. If the total number of trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
- 33.1 to appoint further trustees, or
 - 33.2 to call a general meeting so as to enable the members to appoint further trustees.

Chairing of trustees' meetings

34. The Trustees may appoint a trustee to chair their meetings and such person so appointed for the time being is known as the Chairperson.
35. The Trustees may terminate the Chairperson's appointment at any time.

36. If the Chairperson is not participating in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

Casting vote

37. If the numbers of votes for and against a proposal are equal, the Chairperson or other trustee chairing the meeting has a casting vote.
38. But this does not apply if, in accordance with the Articles, the Chairperson or other trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

39. If a proposed decision of the Trustees is concerned with an actual or proposed transaction or arrangement with the Association in which a trustee is interested, that trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.
40. But if article 41 applies, a trustee who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
41. This article applies when:
- 41.1 the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a trustee from being counted as participating in the decision-making process;
 - 41.2 the trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 41.3 the trustee's conflict of interest arises from a permitted cause.
42. For the purposes of article 41, the following are permitted causes:
- 42.1 a guarantee given, or to be given, by or to a trustee in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries; and
 - 42.2 arrangements pursuant to which benefits are made available to employees and trustees or former employees and trustees of the Association or any of its subsidiaries which do not provide special benefits for trustees or former trustees.
43. For the purposes of articles 39, 40 and 41, references to proposed decisions and decision-making processes include any trustees' meeting or part of a trustees' meeting.
44. Subject to article 45, if a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any trustee other than the Chairperson is to be final and conclusive.
45. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

46. The Trustees must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

Trustees' discretion to make further rules

47. Subject to the Articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to trustees.

APPOINTMENT OF TRUSTEES

Methods of appointing trustees

48. The Trustees of the Association shall be appointed by a general meeting and each individual appointment shall be for a term of office as follows:
- 48.1 The President, (an elected post (ballot of all Members), shall serve for a maximum of five years in total which shall comprise of: one year as President-elect, followed by two years as President (which may be extended by one additional year with the agreement of a majority of trustees), followed by two years as Immediate Past President (which shall be reduced to one year in the event that the two year term as President is extended by one additional year); following which she or he shall not serve again in this office.
- 48.2 The President of the British Association for Paediatric Nephrology ("BAPN") (a post elected by a ballot of the membership of the BAPN) shall be a trustee (in a capacity as a vice president) and shall serve for a maximum of three years.
- 48.3 The Immediate Past President shall be a trustee.
- 48.4 The President-Elect shall be a trustee.
- 48.5 The Clinical Vice-President (an elected post (ballot of all Members)) shall serve for a term of three years (which may be extended by one additional year with the agreement of the majority of trustees).
- 48.6 The Academic Vice-President (an elected post (ballot of all Members)) shall serve for a term of three years (which may be extended by one additional year with the agreement of the majority of trustees).
- 48.7 such additional persons as identified by the Trustees provided that the total number of trustees appointed pursuant to this article 48.7 shall be less than the total number of elected trustees appointed pursuant to articles 48.1 to 48.6 (inclusive). Trustees appointed pursuant to this article 48.7 shall be given such title or role as designated by the Trustees and shall serve for a term of three years (which may be extended by one additional year with the agreement of the majority of trustees).

48 A1 Subject always to article 48A2, the Trustees shall also be entitled to appoint additional persons to act as trustees and such persons shall serve for a term of three years (which may be extended by an additional three years with the agreement of the majority of trustees). The Trustees shall be entitled to delegate such title or role to the trustee as they shall direct in their sole discretion. The provisions of article 49.2 and 49.3 shall not be applicable and membership shall not be conditional to any trustee appointed

pursuant to this article 48A.

48 A2 No person may be appointed as a trustee under Article 48A1 if as a result of their appointment the trustee appointed pursuant to Article 48 (being those trustees who must also be members of the Association) would cease to be a majority in number.

49. No person may be appointed as a trustee:

49.1 in circumstances such that, had she or he already been a trustee, she or he would have been disqualified from acting under the provisions of article 52; and

49.2 subject always to article 48A, unless she or he has been an ordinary member of the Association for at least twelve successive months and unless all moneys then payable by her or him to the Association have been paid; and

49.3 subject always to article 48A, unless she or he has been elected by a ballot preceding the general meeting which has been open to all members eligible to vote under the Rules.

50. Subject as aforesaid, the Trustees may appoint any person or persons who, not having been duly elected in accordance with article 48 and/or article 48A, is willing to act to be a trustee either to fill a vacancy or as additional trustees and may also determine the rotation in which any additional trustees are to retire. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, she or he shall vacate office at the conclusion thereof.

51. All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee, 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 had vacated 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.

Termination of trustee's appointment

52. A person ceases to be a trustee as soon as:

52.1 that person ceases to be a trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a trustee by law or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification thereof);

52.2 a bankruptcy order is made against that person;

52.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

52.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

52.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- 52.6 notification is received by the Association from the trustee that the trustee is resigning from office, and such resignation has taken effect in accordance with its terms, provided only that at least two trustees will remain in office when the notice of resignation is to take effect);
- 52.7 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his appointment should terminate; and
- 52.8 in the case of any trustee appointed pursuant to article 48A, that person is removed from office by a resolution approved by a majority of the Trustees.

Trustees' expenses

53. The Association may pay any reasonable expenses which the Trustees properly incur in connection with their attendance at:

- 53.1 meetings of trustees or committees of trustees;
- 53.2 general meetings; or
- 53.3 separate meetings of the holders of debentures of the Association,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association but for the avoidance of doubt they shall not be entitled to any other remuneration.

- 54. Subject to the provisions of the Act and to article 5, the Trustees may appoint one or more of their number to any unremunerated executive office under the Association. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a trustee to an executive office shall terminate if she or he ceases to be a trustee.
- 55. Except to the extent permitted by article 5 and subject to articles 39 to 45, no trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party.

PART 3 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

56. The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the Rules shall be members of the Association.

Applications for membership

57. No person shall become a member of the Association unless:

- 57.1 that person has completed an application for membership in a form approved by the Trustees, and
- 57.2 the application has been approved by the Association during an annual general meeting.

Termination of membership

58. Unless any contrary provision is made in the Rules a member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing, provided that after such retirement the number of members is not less than three.
59. Membership is not transferable.
60. A persons membership terminates when that person dies, or has a bankruptcy order made against them, or in the event of a corporate insolvency.

ORGANISATION OF GENERAL MEETINGS

General Meetings

61. The Association shall hold an annual general meeting each year in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Trustees shall appoint. All meetings other than annual general meetings shall be called general meetings.
62. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date as determined in accordance with the requisite time limits set out in section 304 of the Act.

Notice of general meetings

63. An annual general meeting and a general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty one days clear notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
64. The notice 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 annual general meeting, shall specify the meeting as such.
65. The notice shall be given to all the members and to the Trustees and auditors.
66. 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 or that meeting.

Attendance and speaking at general meetings

67. 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.
68. A person is able to exercise the right to vote at a general meeting when:
 - 68.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- 68.2 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.
69. The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
70. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
71. Two or more persons who are not in the same place 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.

Quorum for general meetings

72. No business other than the appointment of the Chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Twenty members entitled to vote upon the business to be transacted shall constitute a quorum.

Chairing general meetings

73. If the Trustees have appointed a chairperson, the Chairperson shall chair general meetings if present and willing to do so.
74. If the Trustees have not appointed a chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

74.1 the Trustees present, or

74.2 if no trustees are present, the meeting,

must appoint a trustee or member to chair the meeting, and the appointment of the Chairperson of the meeting must be the first business of the meeting.

75. The person chairing a meeting in accordance with this article is referred to as "the Chairperson of the meeting".

Attendance and speaking by trustees and non-members

76. Trustees may attend and speak at general meetings, whether or not they are members.
77. The Chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

Adjournment

78. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.
79. The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
- 79.1 the meeting consents to an adjournment, or

- 79.2 it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
80. The Chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
81. When adjourning a general meeting, the Chairperson of the meeting must:
- 81.1 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
- 81.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
82. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 82.1 to the same persons to whom notice of the Association's general meetings is required to be given, and
- 82.2 containing the same information which such notice is required to contain.
83. 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.

VOTING AT GENERAL MEETINGS

Voting: general

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

Errors and disputes

85. 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.
86. Any such objection must be referred to the Chairperson of the meeting whose decision is final.

Poll votes

87. A poll on a resolution may be demanded:
- 87.1 in advance of the general meeting where it is to be put to the vote, or
- 87.2 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.

88. A poll may be demanded by:

88.1 the Chairperson of the meeting;

88.2 the Trustees;

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

88.4 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.

89. A demand for a poll may be withdrawn if:

89.1 the poll has not yet been taken, and

89.2 the Chairperson of the meeting consents to the withdrawal.

90. Polls must be taken immediately and in such manner as the Chairperson of the meeting directs.

Content of proxy notices

91. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

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

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

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

91.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

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

93. 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.

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

94.1 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

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

Delivery of proxy notices

95. 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 Association by or on behalf of that person.

96. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
97. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
98. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

99. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 99.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
 - 99.2 the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.
100. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 100.1 the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 100.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
101. If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

PART 4 - ADMINISTRATIVE ARRANGEMENTS

Company Honorary Secretary

102. Subject to the provisions of the Act, a Company Honorary Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Company Honorary Secretary so appointed may be removed only by them.

Means of communication to be used

103. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
104. Subject to the Articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

105. A trustee may agree with the Association that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

106. Any common seal may only be used by the authority of the Trustees.

107. The Trustees may decide by what means and in what form any common seal is to be used.

108. Unless otherwise decided by the Trustees, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

109. For the purposes of this article, an authorised person is:

109.1 any trustee of the Association;

109.2 the Association Honorary Secretary (if any); or

109.3 any person authorised by the trustees for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Provision for employees on cessation of business

111. The trustees may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a trustee or former trustee or shadow trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

Accounts

112. The Association must prepare for each financial year accounts as are required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued by the Accounting Standards Board or its successors.

Annual Report and return and Register of Charities

113. The Trustees must take all appropriate steps to ensure that the Association shall comply with all applicable laws and regulations affecting to the Association in force from time to time and including the Charities Act 1993 (as amended, supplemented or replaced from time to time) with regard to the preparation and delivery of applicable annual statements of account, reports and such other information as may be required to be delivered to the Charity Commission or any replacement or successor body or organisation from time to time.

Indemnity

114. Subject to article 115, a relevant trustee of the Association or an associated company may be indemnified out of the Association's assets against:

114.1 any liability incurred by that trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated Association,

114.2 any other liability incurred by that trustee as an officer of the

Association or an associated company.

115. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

116. In articles 114 and 117:

116.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

116.2 a "relevant trustee" means any trustee or former trustee of the Association or an associated company.

Insurance

117. The Trustees may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant trustee in respect of any relevant loss.

118. In article 117:

118.1 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant trustee in connection with that trustee's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company, and

Data Protection and Confidentiality

118A The Association will process data linked to its members and all other personal confidential data that it obtains as part of its legitimate activities in a way that ensures compliance with data protection legislation and any other legislation that determines how such data shall be used, shared or secured.

Rules

119. The Trustees may from time to time make such Rules as they deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules regulate:

119.1 the admission and classification of members of the Association (including the admission of any non-natural persons or organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

119.2 the conduct of members of the Association in relation to one another, and to the Association's servants;

119.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

119.4 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;

119.5 generally, all such matters as are commonly the subject matter of company rules.

120. The Association in general meeting shall have the power to add to the Rules.

121. The Trustees shall have the power to alter and/or repeal the Rules and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Association all such Rules, which shall be binding on all members of the Association. Provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles.