

Registered Number:

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MY DEATH, MY DECISION LIMITED

1 Definitions and Interpretation

1.1 In the articles:

1.1.1 address: means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;

1.1.2 the articles: means the company's articles of association;

1.1.3 the company: means the company intended to be regulated by the articles;

1.1.4 clear days: in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

1.1.5 Companies Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company;

1.1.6 connected person in articles 7, 10 and 29 means:

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

(b) the spouse or civil partner of the director or of any person falling within sub-article 1.1.6(a) above;

(c) a person carrying on business in partnership with the director or with any person falling within sub-article 1.1.6(a) or 1.1.6(b) above;

(d) an institution which is controlled:

(i) by the director or any connected person falling within sub-article 1.1.6(a), (b), or (c) above; or

(ii) by two or more persons falling within sub-article 1.1.6(d)(ii); and

when taken together,

(e) a body corporate in which:

- (i) the director or any connected person falling within sub-articles 1.1.6(a) to (c) has a substantial interest; or
- (ii) two or more persons falling within sub-article 1.1.6(e)(i) who, when taken together, have a substantial interest.

(f) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

1.1.7 the directors: means the directors of the company.

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

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

1.1.10 the memorandum: means the company's memorandum of association;

1.1.11 the Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these articles.

1.1.12 officers: includes the directors and the secretary (if any);

1.1.13 the seal: means the common seal of the company if it has one;

1.1.14 secretary: means any person appointed to perform the duties of the secretary of the company; and

1.1.15 the United Kingdom: means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

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

1.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 Model Articles

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

3 Liability of members

3.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

3.1.1 payment of the company's debts and liabilities incurred before he, she or it ceases to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

4 Objects

The company's object ('**Objects**') is to campaign for a change in the law in the UK to allow medical assistance to die to be given to mentally competent adults, with incurable health problems that result in their perceived quality of life falling permanently below the level they are able to accept, providing this is their own persistent request.

5 Powers

5.1 The company has power to do anything within the law which is calculated to further its Objects or is conducive or incidental to doing so. Without limiting that general power, for the avoidance of doubt the company has power:

5.1.1 to raise funds. In doing so, the company must comply with any relevant statutory regulations;

5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the company;

5.1.4 to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;

5.1.5 to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.6 to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;

5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company;

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

5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

5.1.10 to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the company to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.11 to provide indemnity insurance for the directors; and

5.1.12 to pay out of the funds of the company the costs of forming and registering the company.

6 Not-for-profit and application of income and property

6.1 The company shall be 'not for profit' and accordingly the income and property of the company shall be applied solely towards the promotion of the Objects.

6.2 Expenses

6.2.1 A director or member is entitled to be reimbursed from the property of the company and an authorised person may pay out of such property reasonable expenses properly incurred by the director or member when acting for or on behalf of the company, or otherwise in accordance with any expenses policy decided on by the directors.

6.2.2 A director may benefit from trustee indemnity insurance cover purchased at the company's expense.

6.2.3 A director may receive an indemnity from the company in the circumstances specified in article 34.

6.2.4 A director may not receive any other benefit or payment unless it is authorised by article 7.

6.3 Subject to article 7, none of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the company.

7 Benefits and payments to company directors and connected persons

7.1 General provisions

7.1.1 No director or connected person may:

- (a) buy any goods or services from the company on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the company;
- (c) be employed by, or receive any remuneration from, the company; or
- (d) receive any other financial benefit from the company,

unless the payment is permitted by sub-article 7.2 of this article, or authorised by the court.

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

7.2 Scope and powers permitting directors' or connected persons' benefits

7.2.1 A director or connected person may enter into a contract for the supply of services or (whether or not in connection with any services) of goods to the company:

(a) if the amount or maximum amount of the payment under the contract (when aggregated with any others entered into by the same director in any calendar year) does not exceed £250 or such higher amount as the directors, having regard to inflation, may from time to time determine; or

(b) if each of the conditions set out in sub-article 7.3 is satisfied.

7.2.2 A director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.3 A director or connected person may receive rent for premises let by the director or connected person to the company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.4 A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

7.3 *Payment for supply of services or goods – controls*

7.3.1 The conditions referred to in sub-article 7.2.1(b) of this article are that:

(a) the amount or maximum amount of the payment for the services or goods is set out in an agreement in writing between the company (as the case may be) and the director or connected person supplying the services or goods ('**the supplier**') under which the supplier is to supply the services or goods in question to or on behalf of the company;

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

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

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

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

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

(g) a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

7.4 In sub-articles 7.2 and 7.3 of this article:

- 7.4.1** 'company' includes any company in which the company:
- (a) holds more than 50 per cent of the shares; or
 - (b) controls more than 50 per cent of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company.
- 7.4.2** 'connected person' includes any person within the definition in article 1 'Definitions and Interpretation'.

8 Directors' powers and responsibilities

8.1 *Directors' general authority*

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

8.2 *Directors may delegate*

8.2.1 Subject to the articles, and to any restrictions that may be contained in the company's bye-laws from time to time, the directors may delegate any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

as they think fit.

8.2.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

8.2.3 All acts and proceedings of any committees must be fully and promptly reported to the directors.

8.2.4 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

8.2.5 The terms of any delegation must be recorded in the minute book.

8.2.6 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9 Declaration of directors' interests

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

10 Conflicts of interests and conflicts of loyalties

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

10.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

10.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

10.1.3 the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

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

11 Members

11.1 The subscribers to the memorandum are the first members of the company.

11.2 Subject to article 11.4 membership is open to other individuals or organisations who:

11.2.1 are (in the case of individuals) aged 18 years or over;

11.2.2 apply to the company in the form required by the directors from time to time; and

11.2.3 are approved by the directors.

11.3 The directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

11.4 The directors may from time to time prescribe criteria for membership or declare that membership is closed to new applicants.

11.5 All members agree to uphold and support the full statement (and not part only) of the Objects.

11.6 Membership is not transferable.

11.7 The directors must keep a register of names, addresses and other details of the members, subject to compliance with any statutory data protection rules or regulations applicable from time to time.

12 Life membership

12.1 The directors may record as a life member any member who pays a subscription of not less than £500 (or such higher amount as they shall from time to time determine as applicable to life membership).

12.2 A life member is relieved of any obligation to pay any annual subscription but shall otherwise have no different rights or obligations than other members.

13 Termination of membership

13.1 Membership is terminated if:

- 13.1.1** the member dies or, if it is an organisation, ceases to exist;
- 13.1.2** the member resigns by written notice to the company unless, after the resignation, there would be less than two members;
- 13.1.3** any sum due from the member to the company is not paid in full within six months of it falling due (but the directors may upon payment of such reasonable sum as the directors determine readmit to membership any person whose membership is terminated on this ground);
- 13.1.4** the member in the opinion of the directors ceases to meet the criteria referred to in article 11.4 applicable at the time the member originally applied to become a member or fails to give such undertakings in relation to compliance with the law and pursuance of the Objects as the directors may stipulate from time to time. The directors' decision shall be final; or
- 13.1.5** the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her or its membership be terminated. A resolution to remove a member from membership may only be passed if:
 - (a)** the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b)** the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

14 General meetings

The directors may call a general meeting at any time but (except where required to do so by members of the company pursuant to section 303 of the Companies Act 2006) shall have no obligation to do so.

15 Notice of general meetings

- 15.1** The minimum periods of notice required to hold a general meeting of the company are (subject to any statutory provision specifying a longer period):
 - 15.1.1** twenty-one clear days for a general meeting called for the passing of a special resolution;
 - 15.1.2** fourteen clear days for all other general meetings.
- 15.2** A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 15.3** The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 18.

- 15.4** The notice must be given to all the members and to the directors and auditors.
- 15.5** The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company.
- 16 Proceedings at general meetings**
- 16.1** 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.
- 16.2** A person is able to exercise the right to vote at a general meeting when:
- 16.2.1** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 16.2.2** 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.
- 16.3** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 16.4** 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.
- 16.5** 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.
- 16.6** No business shall be transacted at any general meeting unless a quorum is present.
- 16.7** A quorum is:
- 16.7.1** thirty members present or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- 16.7.2** five per cent of the total voting membership of the company at the time,
- whichever is the lower. For the purposes of this paragraph, '**present**' includes any person able to communicate as contemplated by article 16.1 pursuant to arrangements made by the directors under article 16.3.
- 16.8** The authorised representative of a member organisation shall be counted in the quorum.
- 16.9** If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the directors shall determine.
- 16.10** The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 16.11** If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 16.12** General meetings shall be chaired by the person who has been appointed to chair meetings of the directors. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting. If there is only one director present and willing to act, he or she shall chair the meeting.
- 16.13** If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 16.14** The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 16.15** The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.16** No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 16.17** If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

17 Voting at meetings

- 17.1** Any vote at a meeting shall be decided by a show of hands or electronic equivalent unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 17.1.1** by the person chairing the meeting; or
- 17.1.2** by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 17.1.3** by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

For the purposes of paragraphs 17.1.2 and 17.1.3, '**present**' includes any person able to communicate as contemplated by article 16.1 pursuant to arrangements made by the directors under article 16.3.

- 17.2** The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 17.3** The result of the vote must be recorded in the minute book of the company but the number or proportion of votes cast need not be recorded.
- 17.4** A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 17.5** A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 17.6** A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 17.7** The poll must be taken within thirty days after it has been demanded.
- 17.8** If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 17.9** If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 18 Content and delivery of proxy notices**
- 18.1** Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which:
- 18.1.1** states the name and address of the member appointing the proxy;
 - 18.1.2** identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 18.1.3** is signed by or on behalf of the member appointing the proxy and is authenticated in such manner as the directors may determine; and
 - 18.1.4** is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 18.2** The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 18.3** Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 18.4** Unless a proxy notice indicates otherwise, it must be treated as:
- 18.4.1** 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
 - 18.4.2** 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.
- 18.5** 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 company by or on behalf of that person.
- 18.6** An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18.7** 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.
- 18.8** If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by evidence acceptable to the person chairing the meeting (whose decision shall be final) of the authority of the person who executed it to execute it on the appointor's behalf.

19 Written resolutions

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

19.1.1 a copy of the proposed resolution has been sent to every eligible member;

19.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75 per cent) of members has signified its agreement to the resolution; and

19.1.3 it is contained either in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date; or, if the company has so specified when sending a copy of the proposed resolution, in a response in electronic form by such means.

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

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

20 Votes of members

20.1 Every member, whether an individual or an organisation, shall have one vote.

20.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

20.3 Any organisation that is a member of the company may nominate any person to act as its representative at any meeting of the company. The organisation must give written notice to the company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company. The representative may continue to represent the organisation until written notice to the contrary is received by the company. Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation.

21 Directors

21.1 A director must be a member and a natural person aged 18 years or older.

21.2 No one may be appointed a director:

21.2.1 unless he or she is able to give such undertakings in relation to compliance with the law, governance requirements and the Objects as the directors may from time to time determine; or

21.2.2 if he or she would be disqualified from acting under the provisions of article 25.

21.3 The number of directors shall be not less than 5 nor more than 12 and the provisions of article 27.10 shall apply.

21.4 The first directors shall be those persons notified to Companies House as the first directors of the company.

22 Powers of directors

- 22.1** The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 22.2** No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 22.3** The directors shall not have a discretion to act or campaign in any way that has the effect of pursuing part only of or modifying the company's Objects (but they may nevertheless support and campaign for incremental changes in the law in pursuit of its Objects in a way that does not prevent their eventual attainment).
- 22.4** Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 22.5** The allocation of individual responsibilities within the board will be made by the directors.

23 Retirement of directors

- 23.1** On the second anniversary of the date of incorporation two of the directors referred to in article 21.4 ('**first directors**') must retire from office.
- 23.2** Subject to the provisions of article 21.3, on the third anniversary of the date of incorporation and on each subsequent anniversary one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If this results in there being fewer than five directors, the number retiring shall be reduced as required to leave a minimum number of five directors, and the provisions of article 23.3 shall apply so as to determine which director(s) retire.
- 23.3** The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 23.4** If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

24 Appointment of directors

- 24.1** To fill vacancies in the maximum number of directors (including those created by retirements under article 23) the directors or a committee comprising not less than four directors shall each year:
- 24.1.1** identify the competencies required amongst the directors and any actual or potential deficits in those competencies amongst the existing directors;
 - 24.1.2** identify potential candidates who have the relevant competencies in deficit identified under article 24.1.1 by any means they consider appropriate and advertise in such form as the board of directors determine amongst the members and the wider public for persons with those competencies and who wish to apply for election as a director;
 - 24.1.3** assess which candidates have the relevant competencies and meet the requirements of the articles for directors and of any person specification agreed by the directors from time to time; and

- 24.1.4** shortlist and interview potential candidates and compile a final list.
- 24.2** When the number of candidates is equal to or less than the number of vacancies in the maximum number of directors, the directors shall appoint those persons as directors.
- 24.3** When the number of candidates exceeds the number of vacancies the members shall be entitled to elect up to two of those candidates to be directors either at a general meeting called by the directors or by written resolution and the directors shall appoint the remainder.
- 24.4** The directors may by resolution co-opt other members to the board if a vacancy occurs among its members or to provide additional competencies.
- 24.5** A director appointed by a resolution of the other directors under article 24.4 must retire on the anniversary of the date of incorporation that next falls more than nine months after the date of his or her appointment and must not be taken into account in determining the directors who are to retire by rotation under article 23.
- 24.6** The appointment of a director, whether by the company in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- 24.7** Except for directors referred to in article 21.4 ('**first directors**') who retire on the fourth anniversary of the date of incorporation (who shall be entitled to serve for seven years consecutively) no director shall serve for more than six years consecutively, without a special resolution.

25 Disqualification and removal of directors

- 25.1** A director shall cease to hold office if he or she:
- 25.1.1** ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 25.1.2** ceases to be a member of the company;
 - 25.1.3** in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than six months;
 - 25.1.4** resigns as a director by notice to the company (but only if at least two directors will remain in office when the notice of resignation is to take effect) ; or
 - 25.1.5** is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

26 Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7.

27 Proceedings of directors

- 27.1** The directors may regulate their proceedings as they think fit, subject to the provisions of the articles and any rules or bye-laws they may issue or amend in accordance with article 35 from time to time.

- 27.2** Any director may call a meeting of the directors on not less than 48 hours' notice.
- 27.3** The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 27.4** Questions arising at a meeting shall be decided by a majority of votes.
- 27.5** In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 27.6** Meetings of the board or its committees can take place in any manner which permits those attending to hear and comment on the proceedings, and vote, including by telephone, video-conference or other electronic means.
- 27.7** Decisions may be made by a meeting of the directors if no quorum is present at the time the decision is purported to be made, but shall not be valid unless subsequently ratified by a sufficient number of absent directors in writing (including by electronic means) to provide a majority (on the basis that the chair of the inquorate meeting shall if necessary have a second or casting vote). For the purposes of this paragraph, '**present**' includes being present by any means referred to in the preceding paragraph.)
- 27.8** If there are nine or fewer directors then the quorum for directors' meetings is five; if there are more than nine directors then the quorum is seven.
- 27.9** A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 27.10** If the number of directors of the company is less than the number fixed as the minimum quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 27.11** The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 27.12** If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 27.13** The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 27.14** A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 27.15** The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
- 27.16** Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

28 Secretary

The directors may appoint any person who is willing to act as company secretary (including a director) for such term, at such remuneration (in the case of a non-director only) and upon such

conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

29 Validity of directors' decisions

29.1 Subject to article 29.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director if (without the vote of that director and that director being counted in the quorum) the decision has been made by a majority of the directors at a quorate meeting notwithstanding the relevant director:

29.1.1 was disqualified from holding office;

29.1.2 had previously retired or who had been obliged by the constitution to vacate office;
and

29.1.3 was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.

29.2 Article 29.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 29.1, the resolution would have been void, or if the director has not complied with article 7.

30 Seal

If the company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

31 Minutes

31.1 The directors must keep minutes of all:

31.1.1 appointments of officers made by the directors;

31.1.2 proceedings at meetings of the company; and

31.1.3 meetings of the directors and committees of directors including:

(a) the names of the directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

32 Accounts

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

32.2 The directors must keep accounting records as required by the Companies Act.

33 Communication

- 33.1** Subject to the articles, anything sent or supplied by or to the company 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 company.
- 33.2** Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 33.3** Subject to article 33.5 any notice to be given to or by any person pursuant to the articles:
- 33.3.1** must be in writing; or
 - 33.3.2** must be given in electronic form.
- 33.4** The company may give any notice to a member either:
- 33.4.1** personally; or
 - 33.4.2** by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 33.4.3** by leaving it at the address of the member; or
 - 33.4.4** by giving it in electronic form to the member's address; or
 - 33.4.5** by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 33.5** A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
- 33.6** A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.7** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.8** Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 33.9** In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 33.9.1** 48 hours after the envelope containing it was posted; or
 - 33.9.2** in the case of an electronic form of communication, 48 hours after it was sent.

34 Indemnity

34.1 The company shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

34.2 In this article a '**relevant director**' means any director or former director of the company.

35 Rules and bye-laws

35.1 The directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the company.

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

35.2.1 the admission of members of the company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

35.2.2 the conduct of members of the company in relation to one another, and to the company's employees and volunteers;

35.2.3 the conduct of any local group and the form of any affiliation agreement to be signed by it (including as to naming policy);

35.2.4 the appointment of patrons and a president of the company and the terms of their appointment;

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

35.2.6 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles; and

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

35.3 The company in general meeting has the power to alter, add to or repeal the rules or bye-laws.

35.4 The directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the company.

35.5 The rules or bye-laws shall be binding on all members of the company. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

36 No right to inspect accounts and other records

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

37 Dissolution

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

- 37.1.1** directly for the Objects; or
 - 37.1.2** by transfer to any not for profit company or charities for purposes similar to the Objects; or
 - 37.1.3** to any company or charities for use for particular purposes that fall within the Objects.
- 37.2** Subject to any such resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred:
 - 37.2.1** directly for the Objects; or
 - 37.2.2** by transfer to any not for profit company or charities for purposes similar to the Objects; or
 - 37.2.3** to any company or charities for use for particular purposes that fall within the Objects.
- 37.3** In no circumstances shall the net assets of the company be paid to or distributed among the members of the company and if no resolution in accordance with article 37.1 is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court.