

No. 01787329

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

WaterAid

Incorporated the 30th day of January 1984

(as amended by special resolutions on 17th October 1989,
30th September 1992, 24th September 1997, 23rd September 1998,
9th September 2004, 4th October 2007 and 13th October 2017)

The Companies Act 1985

Company Limited by Guarantee and Not Having a Share Capital

Memorandum of Association

of

WaterAid

We, the several persons whose name and addresses are described, are desirous of being formed into a company in pursuance of this memorandum of association.

NAME AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE REVEREND AND RIGHT HONOURABLE JOHN CYRIL BARON SANDFORD OF BANBURY DSC, 6 Smith Square, London SW1 3HT

MALCOLM ALLINSON ANSON of Wessex House, Passage Street, Bristol BS2 OJQ, Chairman of the Wessex Water Authority

WILLIAM DONALDSON CLARK OF 10 Percy Street, London W1P ODR, President of the International Institute for Environment and Development

JOHN DAVID GOULD ISHERWOOD, 32 High Street, Andover, Hampshire, Solicitor

MAURICE JAMES LOWTHER of Allendale Road, Newcastle upon Tyne in the County of Tyne and Wear, Managing Director of the Newcastle and Gateshead Water Company

SIR ROBERT BRAITHWAITE MARSHALL, KCB MBE of Brooklands, Lower Bourne, Farnham, Surrey, Retired Chairman of The National Water Council

DAVID JOHN KINNERSLEY OF 111 Church Street, Chesham, Buckinghamshire, Research Fellow of Nuffield College, Oxford

JOHN GEORGE BELLAK of 2297 Coventry Road, Birmingham B26 3PU, Chairman of the Severn-Trent Water Authority

ROY WATTS CBE of New River Head, Rosebery Avenue, London EC1R 4TP, Chairman of the Thames Water Authority

DATED this 6th day of January 1984

WITNESS to the above signatures

James Haworth
Solicitor
50/64 Broadway
London SW1

The Companies Act 1985

Company Limited by Guarantee and Not Having a Share Capital

Articles of Association

of

WaterAid

Interpretation

1. The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of these Articles.

Objects and Powers

2. The object for which the Association is established is to relieve poverty and suffering in any part of the world through the improvement of water supplies, sanitation and advice on related health matters and to educate the public concerning the nature, causes and effects of such poverty and suffering.
3. In furtherance of the above object but not further or otherwise the Association shall have the following powers:-
 - a) (i) To take over the whole or any part of the real and personal property, whether in England or elsewhere in any part of the world, belonging to and to undertake all or any of the liabilities of an unincorporated charitable trust known as The WaterAid Trust whose principal office is now situate at 1 Queen Anne's Gate, London SW1H 9BT;
 - (ii) to procure and provide information;
 - (iii) to assist in or make provision for the education and information of local communities;
 - (iv) to make provision for or assist in the planning, building, and maintenance of water supply and sanitation systems;
 - (v) to support the introduction, adaptation, development and application of relevant technologies;
 - (vi) to support the location and assessment of sources of safe water;
 - (vii) to promote or assist research into matters related to such poverty and suffering and the means of their alleviation and the publication and advocacy of the results;

- (viii) to assist in or make provision for the training of persons for the foregoing purposes;
 - (ix) to assist any person financially or otherwise;
 - (x) to contribute monies to any persons, bodies of persons or agencies including British Commonwealth or foreign governments or other representatives upon terms which will ensure that the moneys are used for the purposes of the Association; and
 - (xi) to enter into contractual arrangements with other persons for the foregoing purposes.
- b) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association;
 - c) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Association;
 - d) To take any gift of property, whether subject to any special trust or not, for the object of the Association;
 - e) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for its primary objects;
 - f) To publish in any form and in any media, temporary or permanent, any information, research, debate or publicity that the Association may think desirable for the promotion of its objects, whether by sale, donation or otherwise;
 - g) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association;
 - h) To borrow and raise money in such manner as the Association may think fit;
 - i) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - j) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association;
 - k) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or

Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof and to purchase the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any such charitable organisation, institution, society or body.

- l) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;
- m) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- n) To act as an executor or trustee or sole executor or trustee in the administration of estates in which the Association is the sole beneficiary or sole residuary legatee under a will or codicil;
- o) To provide indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the Association.
- p) To do all such other lawful things as are incidental or conducive to the attainment of the object.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not

diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

Limitation on private benefits

4. The income and property of the Association shall be applied solely towards the promotion of its object as set forth in these Articles, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and the income and property of the Association shall be applied solely towards the promotion of its object as set forth in the Articles and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board of Trustees shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association. And further provided that nothing in this document shall prevent any payment in good faith by the Association of any premium in respect of any indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the Association:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Trustees) for any services rendered to the Association;
 - (b) of interest on money lent by any member of the Association or of its Board of Trustees at a rate of 2% less than the published base lending rate of a clearing bank to be selected by the Board of Trustees;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than one hundredth part of the capital of the company;
 - (e) to any member of its Board of Trustees of out-of-pocket expenses.

Limitation of Liability

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.

Winding Up

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such charitable institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable purpose and in this Article "charitable" means charitable in accordance with the law of every part of the United Kingdom.

Membership

8. The subscribers to the memorandum of association and such other persons as the Board of Trustees shall admit to membership shall be members of the Association. Persons not being members of the Association who are elected by a General Meeting to be members of the Board of Trustees shall be members of the Association for the duration of their membership of the Board of Trustees.
9. The Board of Trustees shall also be entitled to elect as president, vice-presidents, sponsors, patrons, supporters or consultants of the Association such other persons as they shall think fit but such election shall not give any such person the status of a member.
10. The privileges of membership shall not be transferable or transmissible.
11. (a) A member may at any time withdraw from Association by giving at least seven clear days' notice to the Association.

(b) The Board of Trustees shall have power by resolution to expel from membership of the Association any member whose actions they consider to be prejudicial to the interests or to the good name of the Association: Provided that no such resolution shall have any operation or effect unless the member concerned shall have been given a proper opportunity of attending and being heard, by his or its agent appointed by him or it in that behalf, at the meeting at which its actions are to be under consideration.

(c) The Board of Trustees shall have power by resolution to remove from membership of the Association any member who shall have failed to attend three consecutive Annual General Meetings, either in person or, in the case of a corporate member, by a representative.

Representatives of Corporate Members

12. (a) Every corporate member may nominate one individual to represent it at meetings of the Association.
- (b) Every corporate member may nominate an individual to act as a substitute for a representative nominated as aforesaid in the absence of such representative. In these Articles substitutes so nominated (except where otherwise provided) are included in references to representatives.
- (c) A corporate member may at any time revoke any nomination made under this Article and nominate another individual to take the place of the representative whose nomination has been revoked.
- (d) All nominations and revocations made under this Article shall be communicated in writing to the Secretary of the Association and shall be effective from the time at which such communication is received by the Association.

General Meetings

13. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
15. The Board of Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Acts.
16. Notice of every General Meeting shall be given in accordance with the Companies Acts.
17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the financial statements and the reports of the Board of Trustees and of the Auditors, the election of members of the Board of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five corporate members duly represented at a meeting shall be a quorum.
20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of corporate members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting as many corporate members as are duly represented thereat shall be a quorum.
21. The Chairman (if any) of the Board of Trustees or in his absence the Vice-Chairman (if any) of the Board of Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice Chairman or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Board of Trustees, or if no such member be present, or if all the members of the Board of Trustees present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or under the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person or by a representative (or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting) and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
24. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

- 26. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

- 28. Every member being a water and sewerage undertaker in England and Wales or a water authority in Scotland shall have four votes. Every other member shall have one vote.
- 29. A proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):-

“WaterAid

Name of member appointing the proxy:.....

Address:.....

We hereby appoint [*name of proxy*] of [*address of proxy*] as our proxy to vote in our name and on our behalf at the meeting of the Association to be held on [*date*], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2:	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.

Signed:

Dated:.....”

- 30. Proxy appointment forms must be delivered to the Association in accordance with the provisions of these Articles concerned with delivery of communications to the Association and shall be so delivered:
 - (a) at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote;
 - (b) in the case of a poll taken more than 48 hours after it is demanded: at least 24 hours before the time appointed for the taking of the poll; or

- (c) in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded: at the meeting at which the poll is demanded by delivering the form to the chair of the meeting or to the Secretary or to any Trustee;

and an instrument of proxy which is not so delivered shall be invalid.

31. A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Board of Trustees

32. Until otherwise determined by a General Meeting, the number of the members of the Board of Trustees shall be not less than nine nor more than eighteen.
33. The first members of the Board of Trustees shall be appointed by the first General Meeting.
34. The Board of Trustees may from time to time and at any time appoint any member of the Association or representative as a member of the Board of Trustees, either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded and provided that members so appointed by way of addition shall not exceed one third of the number of members at any one time. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.
35. Subject to Article 9 no person who is not a member of the Association, or a representative, shall in any circumstances be eligible to hold office as a member of the Board of Trustees.
36. The Board of Trustees, so far as reasonably practicable, shall be formed so that at least two of its number, are connected with the British water sector, but nothing in this Article shall be construed as conferring any legal right of representation on any member or class of member.

Powers of the Board of Trustees

37. The business of the Association shall be managed by the Board of Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulation, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General

Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.

38. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Secretary

39. Subject to section 270 of the Companies Act 2006 being brought into force, the Board of Trustees may (but shall not be required to) appoint a company secretary ("Secretary") for such time, at such remuneration and upon such conditions as they may think fit (subject to the provisions of Article 3 of these Articles), and any Secretary so appointed may be removed by them. If there is no Secretary:-

- (a) anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and
- (b) anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Board of Trustees.

The Seal

40. The Board of Trustees shall provide for the safe custody of the seal of the Association, which shall only be used by the authority of the Board of Trustees or of a Committee of the Board of Trustees authorised by the Board of Trustees in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board of Trustees and shall be countersigned by the Secretary or by a second member of the Board of Trustees or by some other person appointed by the Board of Trustees, for the purpose, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Disqualification of Members of the Board of Trustees

41. The office of a member of the Board of Trustees shall be vacated -
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Association.
 - (d) If by notice in writing to the Association he resigns his office.

- (e) If he ceases to hold office by reason of any order made under the Companies Acts.
- (f) If the corporate member which appointed him ceases to be a member of the Association.
- (g) If he is removed from office by a resolution duly passed pursuant to Article 48.
- (h) If he absents himself for a period of twelve calendar months from the meetings of the Board of Trustees without special leave of absence recorded in a minute of the Board of Trustees.
- (i) If he is convicted in the United Kingdom, the Channel Islands or the Isle of Man of any offence and ordered to be imprisoned for a period of not less than three months without the option of a fine.
- (j) If he is otherwise disqualified by reason of the Charities Act.

Election and re-election of members of the Board of Trustees

42. Members of the Board of Trustees (other than those appointed under Article 34) shall be elected at Annual General Meetings and shall hold office for four years terminating at the end of the fourth Annual General Meeting after their appointment. Subject to Article 43, no member of the Board of Trustees shall serve more than two consecutive terms of four years.
43. The Board of Trustees may permit a Trustee to stand for election for a third consecutive term of office if it is satisfied there is a particular need for that Trustee's skills and experience on the Board of Trustees.
44. The Board of Trustees may decide the dates upon which those Trustees in office on the date of adoption of these Articles shall retire and whether Trustees so retiring may serve another consecutive term of office.
45. The Association may, at the meeting at which a member of the Board of Trustees retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default, the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost or, in accordance with Articles 44 and 45, is no longer eligible to be re-elected for a further consecutive term.
46. No person not being a member of the Board of Trustees retiring at the meeting shall, unless recommended by the Board of Trustees for election, be eligible for election to membership of the Board of Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is

served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

47. The Association may from time to time in General Meeting increase or reduce the number of members of the Board of Trustees, and determine in which rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
48. In addition and without prejudice to the provisions referred to in Article 41, the Association may by Ordinary Resolution remove any member of the Board of Trustees before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead.
49. If the retirement of a Trustee under Article 46 causes the number of members of the Board of Trustees to fall below that set out in Article 32 then the retiring member shall remain in office until a new appointment is made.

Proceedings of the Board of Trustees

50. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be the quorum. Questions arising at the meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. At least two meetings of the Board of Trustees shall be held in every calendar year, but in case of any omission to hold the requisite number of meetings the proceedings of any meeting held shall not thereby be invalidated.
51. A member of the Board of Trustees may, and on the request of a member of the Board of Trustees the Secretary shall, at any time summon a meeting of the Board of Trustees by notice served upon the several members of the Board of Trustees. A member of the Board of Trustees who is absent from the United Kingdom shall not be entitled to notice of a meeting.
52. The Board of Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Trustees at which he shall be present, and a Vice-Chairman who shall be entitled to preside at all meetings of the Board of Trustees at which the Chairman is not present, and the Board of Trustees may determine for what period such officers respectively are to hold office, but if no such Chairman or Vice-Chairman be elected, or if at any meeting the Chairman or Vice-Chairman be not present at the time appointed for holding the meeting and willing to preside, the members of the Board of Trustees present shall choose one of their number to be Chairman of the meeting. The Board of Trustees may elect the following Hon. officers, viz. Hon. Secretary and Hon. Treasurer or Joint Hon. Treasurers, and also such other Hon. Officers as they may determine from time to time, each such election to be for such period as the Board of Trustees shall decide.
53. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Trustees generally.

54. The Board of Trustees may delegate any of their powers or functions to any committee consisting of such member or members of the Board of Trustees together with other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. No non-member of the Association shall, however, be appointed as member of any committee if the effect of such appointment would be that less than two-thirds of the members of the committee are members of the Association or representatives. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees. All committees and sub-committees shall normally be appointed annually at the first meeting of the Board of Trustees held after the Annual General Meeting of the Association and shall normally be required to appoint a Chairman and Vice-Chairman at their first meeting following their appointment. All members of committees and sub-committees shall be eligible for re-election as often as the Board of Trustees may think fit. All acts and proceedings of such committees and sub-committees shall be reported to the Board of Trustees at the first practicable opportunity.
55. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees.
56. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Association and of the Board of Trustees, and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. Copies of the minutes of all Board of Trustees committees shall be sent to all members of the Board of Trustees.
57. (a) The general rule about decision-making by the Board of Trustees is that any decision of the Board of Trustees must be either a unanimous decision or a majority decision.
- (b) Subject to the Articles, the Board of Trustees:-
- i. may take either a unanimous decision or a majority decision on any matter, and
 - ii. may, but need not, take any decision at a Trustees' meeting.
58. (a) The Board of Trustees take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (b) A unanimous decision

- i. may be taken without any discussion between the Trustees, and
 - ii. may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee.
- 59.(a) This Articles 61 applies where a majority decision is not taken in a meeting of the Board of Trustees.
- (b) The Trustees take a majority decision if
- i. a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - ii. that Trustee has made the other Trustees aware of the matter and the decision;
 - iii. the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - iv. a majority of those Trustees vote in favour of a particular decision on that matter.
- (c) But if a Trustee is aware that consultation with another Trustee will make it impossible to take a particular decision as soon as the Association's business requires, that Trustee
- i. may decide not to communicate with that other Trustee in relation to that decision before it is taken, but
 - ii. must communicate the decision not to communicate to all the other Trustees as soon as is practicable, explaining the reasons for it.
- (d) And if a Trustee states that he does not wish to discuss or vote on a particular matter, the Trustees may choose not to communicate with that Trustee in relation to decisions to be taken on that matter.
- (e) Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting:-
- i. may be in different places, and may participate at different times, and
 - ii. may communicate with each other by any means.

Communications by and to the Association

60. The following provisions shall apply to any communications by and to the Association:

- a) A document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Association) by making it available on a website;

- b) A document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- C. A document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have agreed in accordance with the Act.

61. Without prejudice to the provisions of the Companies Acts, any document or information (including any notice) sent to a Member under the Articles may (as appropriate) be sent to the address as shown in the Association's register of members (or in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.

62. Any document to be served on the Association or by any member on any officer of the Association under the Articles may only be served:

- a) In the case of documents in hard copy form, by sending or delivering them to the Office or delivering them personally to the officer in question; and
- b) In the case of documents in electronic form, by sending them by electronic means:
 - i. to an address notified to the Members for that purpose; and
 - ii. from an address previously notified to the Association by the Member (other than by electronic means) for the purpose of sending and receiving documents and information.

63. A Member present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

64. In relation to documents or information sent or supplied in accordance with the Articles:

- a) where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
- b) where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed.
- c) where the document or information is sent or supplied by mean of a website, service or delivery shall be deemed to be effected when:-
 - i. the material is first made available on the website; or

- ii. (if later), when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

65. If any document or information has been sent or supplied by electronic means to any person or body at an address specified for the purpose and the sender becomes aware of a failure in delivery (and subsequent attempts to send or supply such documents or information by electronic means also result in failure in delivery) the sender shall either:
- a) send or supply a hard copy of such document to the intended recipient; or
 - b) (where applicable) give notice to such recipient in hard copy form of the availability of the documents or information on a website in accordance with the Companies Acts.

Accounts

66. The Board of Trustees shall cause accounting records to be kept in accordance with the Companies Acts and the Charities Act.
67. The accounting records shall be kept at the office, or subject to the Companies Acts, at such other place or places as the Board of Trustees shall think fit and shall always be open to the inspection of the members of the Board of Trustees.
68. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members and persons authorised in that behalf by corporate members at all reasonable times.
69. At the Annual General Meeting in every year (which shall be held within nine months of the end of the previous financial year) the Board of Trustees shall lay before the Association proper financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Association),. Every such financial statement shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such financial statements and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to received notices of General Meetings in the manner in which notices are hereinafter directed to be served:
70. Provided that this Article shall not require copies of such documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

Audit

71. Once at least in every year the accounts of the Association shall be examined and the correctness of the statement of financial activities (incorporating an income and expenditure account) ascertained by one or more properly qualified Auditor or Auditors.

72. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

73. The provision of the Charities Act relating to audit shall be observed and complied with.

Schedule

In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
address	Includes a number or address used for the purposes of sending or receiving information and documents by electronic means
Articles	these Articles of Association and the regulations of the Association from time to time in force
Association	the above-named Association
Board of Trustees	the board of Trustees for the time being of the Association
Charities Act	the Charities Act 2011 (as amended, varied or re-enacted from time to time)
Companies Acts	has the meaning ascribed to it in the Companies Act 2006
corporate member	a company or other corporate body which is in membership of the Association
electronic copy	As defined in the Companies Act 2006
electronic form	As defined in the Companies Act 2006
electronic means	As defined in the Companies Act 2006
hard copy	As defined in the Companies Act 2006
hard copy form	As defined in the Companies Act 2006
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
month	calendar month
Office	the registered office for the time being of the Association
representative	a representative of a corporate member appointed under the provisions of Article 13
seal	the common seal of the Association
Trustee and Trustees	the director and directors as defined in the Companies Acts

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.