

Company Number 2155347

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

*ARTICLES OF ASSOCIATION*

**- of -**

***THE CAMBRIDGE CRYSTALLOGRAPHIC DATA CENTRE***

(as adopted by Special Resolution passed on 5<sup>th</sup> May 2023)

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OBJECTS

1. The objects for which the Company is established are the general advancement and promotion of the science of chemistry and crystallography in all its branches for the public benefit.

POWERS

2. In the furtherance of the above objects but not further or otherwise the Company shall have power:
  - (a) to maintain a comprehensive library of the accumulated results of researches (both published and unpublished) on molecular structures,
  - (b) to incorporate within such library new information derived from published works and papers and information provided by research organisations and institutes, and new information from scientists and other scientifically acceptable sources,
  - (c) to analyse and index results of such researches in a form suited for recording, maintenance and extraction within a computerised system,
  - (d) to maintain a computer system for the storage, retrieval, analysis and display of such information and results,
  - (e) to provide access to the library and computer system to members of academic and scientific institutions and other corporate or unincorporate organisations engaged in scientific research or development (whether on a profit or non-profit making basis) both within and without the UK,
  - (f) to promote the utilisation of the library and computer system to derive new knowledge of molecular structures and thereby to advance directly or indirectly the knowledge and study of chemistry and crystallography in all its branches,
  - (g) to compile, produce, sell and distribute material (whether in the form of written material or computer software) derived from the said library,

- (h) to promote scientific research in areas of chemistry and crystallography wherein the use of the library and the computer system and the information available therefrom may be of significant benefit,
- (i) to organise lectures, public meetings, exhibitions and conferences devoted to aspects of chemistry and crystallography,
- (j) to raise funds. In doing so, the Company must not undertake any trading activity beyond that which is permissible for a charity in law and must comply with any relevant statutory regulations,
- (k) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (l) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
- (m) 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. The Company must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land,
- (n) to co-operate with other charities, voluntary bodies, statutory authorities and other organisations to exchange information and advice with them,
- (o) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects,
- (p) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (q) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (r) to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 3 and provided it complies with the conditions in that Article,
- (s) to
  - (i) deposit or invest funds,
  - (ii) employ a professional fund-manager, and
  - (iii) 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,

- (t) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

### **BENEFITS TO MEMBERS/TRUSTEES**

- 3. The income and property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company, and no Trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money, or money's worth from the Company PROVIDED THAT nothing in this document shall prevent any payment in good faith by the Company.
  - (a) of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the company who is not a Trustee,
  - (b) of interest on money lent by any Member of the Company or Trustees at a reasonable and proper rate per annum not exceeding 2 per cent less than the published bank lending rate of a clearing bank to be selected by the Trustees, or 3 per cent whichever is the greater,
  - (c) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company,
  - (d) of reasonable and proper rent for property demised and let by any Member of the Company or a Trustee,
  - (e) to any Trustees of reasonable out-of-pocket expenses,
  - (f) of any premium in respect of any indemnity insurance to cover the liability of the Trustees in accordance with Article 2(t),
  - (g) any payment to any educational research institution or body wherever situate (not being a company having a share capital) of which a Trustee is an employee in circumstances where such Trustee may receive some consequent benefit pecuniary or otherwise from such educational or research institution or body.

### **LIMITED LIABILITY**

- 4. The liability of the Members is limited as set out in Article 5 below.

### **GUARANTEE**

- 5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he/she is a Member or within one year after he/she ceases to be a Member for payments of the debts and liabilities of the Company contracted before he/she ceased to be a Member

and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding £1.

## MEMBERS

6. The Members shall be the subscribers to the Memorandum of Association (to the extent they remain as Members at the relevant time) and all persons subsequently admitted by the Trustees to membership as Members.
7. A register shall be kept by the Company containing the names and addresses of all the Members together with such other particulars as may be required by the Act.
8. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Company all moneys which may become payable by him/her by of his/her liability under these Articles.
9. No person shall be admitted to membership of the Company as a Member unless:
  - (a) he/she has signed and sent to the Company an application for admission framed in such terms as the Trustees shall from time to time prescribe, and
  - (b) he/she has been elected to membership by the Trustees.
10. The decision of the Trustees as to whether or not any applicant for admission to membership of the Company as a Member shall be admitted shall be final and conclusive; and the Trustees shall be entitled in their absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal.
11. A Member shall immediately cease to be a Member upon the happening of any one of the events following, namely.
  - (a) If they shall resign membership by writing under their hand left at the Office unless, after the resignation, there would be less than two Members.
  - (b) If the Member shall die or become mentally incapable or bankrupt or compound with their creditors or have a receiver appointed of their undertaking and assets or any part thereof.
  - (c) If he/she shall fail to perform any obligation binding upon them by these Articles for one month after notice in writing (including by email) requiring them to do so shall have been served upon them by the Company, or if in the opinion of the Trustees their conduct shall be calculated in any respect to be prejudicial to the interests of the Company and he/she shall fail to remedy such conduct to the satisfaction of the Trustees for one month after notice in writing (including by email) requiring him to do so shall have been served upon him by the Company and if also in either of such cases the Trustees by resolution passed by a majority at a meeting of the Trustees of which notice specifying the intention to propose the resolution has been given shall resolve that their membership be terminated.
  - (d) If any Member who is also a Trustee ceases to be a Trustee.

- (e) If any Member who is not also a Trustee, upon completion of a four-year term (or such other term as is expressly agreed between the relevant Member and the Trustees).

12. Membership is not transferable.

### GENERAL MEETINGS

- 13. The Company may hold an Annual General Meeting in every year. The Trustees will decide whether to hold an Annual General Meeting.
- 14. The Trustees may call a General Meeting whenever they shall think fit and on a requisition by Members pursuant to the provisions of the Act the Trustees shall forthwith proceed to convene a General Meeting and in the case of any such requisition the provisions of the Act shall apply.
- 15. Except with the permission of the Chair of the Meeting, no Member shall be entitled to bring any special business before any General Meeting unless he/she shall have given notice in writing (including by email) of such special business to the Secretary (or the Chair of the Trustees, in the absence of a Secretary) so as to be received by them not less than ten days before the date of the Meeting, and in any such case the Secretary (or Chair of the Trustees) shall forthwith give notice of such special business to all Members for the time being entitled under these presents to receive notice of the General Meeting.

### NOTICE OF GENERAL MEETINGS

- 16. Subject to the provisions of the Act relating to Meetings convened for the purpose of passing special resolutions or to Annual General Meetings, fourteen clear days' notice at least (i.e. exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting of the Company specifying the place, the day and the hour of meeting and (subject as provided by Article 15 in case of special business) the general nature of such business shall be given in manner hereinafter mentioned to all Members for the time being entitled under these Articles to receive notice of General Meetings, provided that with the written consent of all such Members (including by email) a Meeting may be called at shorter notice. The accidental omission to give notice to or the non-receipt of notice by any such Member shall not invalidate the proceedings at any General Meeting.
- 17. As well as the Members, notice must be given to all Trustees and the auditors.

### PROCEEDINGS AT GENERAL MEETINGS

- 18. All business shall be deemed special which is transacted at a General Meeting and also all business which is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Trustees and Auditors and the election of the Auditors and the fixing of their remuneration.

19. No business shall be transacted at any General Meeting unless a quorum be present when the Meeting proceeds to business. Three Members or one tenth of the Members whichever shall be the greater present shall form a quorum.
20. If within half an hour from the time appointed for holding any General Meeting a quorum be not present the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present within fifteen minutes from the time appointed for holding the Meeting, the Members present shall form a quorum.
21. The Chair of the Trustees or in their absence the Vice-Chair shall preside as Chair at every General Meeting of the Company. If no such Chair or Vice-Chair has been appointed, or if at any Meeting neither the Chair, the Vice-Chair nor a Trustee (if any) be present within fifteen minutes after the time appointed for holding the Meeting willing to act as Chair the Members present shall choose one of their number to be Chair of the meeting.
22. The Chair, with the consent of any Meeting at which a quorum is present, may and if so directed by the Meeting shall adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for fifteen days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting save as aforesaid, it shall not be necessary to give notice of any 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 on the declaration of the result of the show of hands) demanded -
  - (a) by the Chair, or
  - (b) by at least three Members present in person or by proxy, or
  - (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

24. If a poll be duly demanded it shall be taken in such manner as the Chair 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. In case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to take a second or casting vote.
26. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chair shall direct.
27. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

#### WRITTEN RESOLUTIONS

28. 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%) 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:
  - (a) a copy of the proposed resolution has been sent to every eligible Member.
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date.
29. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
30. In the case of a member that is an organisation, its authorised representative may signify its agreement.

#### VOTES OF MEMBERS

31. On a show of hands and on a poll every Member present in person or by proxy shall have one vote.
32. At any General Meeting a Member may vote by any proxy or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member and shall be reckoned as a Member for all purposes.
33. No objections shall be raised as to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such Objection made in due time shall be referred to the Chair of the Meeting, whose decision shall be final and conclusive.
34. On a poll votes may be given either personally or by proxy.



35. The instrument appointing a proxy shall be in writing and signed by or on behalf of the appointer, or authenticated in such manner as the Trustees may determine. A proxy need not be a member of the Company.
36. The instruments appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney shall be deposited at the Office or such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, within forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, within twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
37. An instrument appointing a proxy may be in the following form or in any other form which the Trustees may approve.
 

*“I, \_\_\_\_\_, of \_\_\_\_\_*

*being a Member of the above Company, hereby appoint \_\_\_\_\_, of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the Annual General Meeting (or General Meeting as the case may be) of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof. As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ “*
38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no information in writing (including by email) of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

#### TRUSTEES

39. The number of the Trustees shall not be less than three, nor unless otherwise determined by the Members, more than eight. The Head of Department of Chemistry of the University of Cambridge (“**Department of Chemistry**”) from time to time (or if the Head is unwilling to act, any other willing member of the Department of Chemistry nominated by the Department of Chemistry and approved by the Trustees) shall be automatically appointed as a Trustee of the Company unless the Trustees in their absolute discretion shall resolve otherwise.
40. A Trustee must be a natural person aged 16 years or older.
41. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 51.

#### THE CHIEF EXECUTIVE OFFICER

42. The Trustees shall appoint, upon such terms as to the Trustees shall appear proper, a Chief Executive Officer (“**CEO**”) who shall have the executive function of conducting the day to day affairs and administration of the Company in accordance with the policy and directions from time to time of the Trustees.

43. The CEO shall be a person of suitable academic qualifications and expertise and standing to direct the activities of the Company towards the attainment of its objects and to represent the Company at meetings of academic bodies and conferences.
44. The CEO shall not be a Trustee, but shall be entitled to be present at Meetings of the Trustees without having any vote at such Meetings. The CEO shall have the right to require the Secretary (or the Chair of the Trustees, in the absence of a Secretary) to convene meetings of the Trustees whenever the same shall in the CEO's opinion be necessary, and to raise matters for consideration by the Trustees.

#### APPOINTMENT OF TRUSTEES

45. Subject to Articles 46 and 48 to 50 below, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee.
46. No person shall be appointed a Trustee by the Members unless either:
  - (a) he/she is recommended by the Trustees, or
  - (b) in the event that the Trustee is to be appointed at a General Meeting, not less than fourteen days before the date appointed for the General Meeting, notice executed by at least two Members qualified to vote at the General Meeting has been given to the Company of their intention to propose that person for appointment, together with notice executed by that person of their willingness to be appointed
47. Subject to Article 48, the Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee.
48. No person shall be appointed a Trustee unless he/she is already a Member of the Company.
49. The appointment of a Trustee, whether by the Members or the Trustees, must not cause the number of Trustees to exceed any number determined in accordance with Article 39 as the maximum number of Trustees and for the time being in force.
50. The following provisions apply in relation to a Trustee's term of office:
  - (a) a Trustee's term of office will be four years unless the Members or Trustees (as applicable) determine otherwise, and
  - (b) provided he/she remains eligible, a Trustee may be reappointed for a second term, following which he/she will not be eligible for re-appointment for one year.

#### DISQUALIFICATION AND REMOVAL OF TRUSTEES

51. A Trustee shall cease to hold office if:
  - (a) on the assumption that he/she was a Trustee of the Company, he/she would have ceased to be a Trustee or disqualified from acting as a Trustee by virtue of any

provision of the Act or the Charities Act 2011 or he/she would have been prohibited by law from being a Trustee, or

- (b) they become bankrupt or makes any arrangement or composition with their creditors generally, or
- (c) he/she 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 three months, or
- (d) they resign their office by notice to the Company (but only if at least three directors will remain in office when the notice of resignation is to take effect), or
- (e) they shall for more than six consecutive months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees resolve that their office be vacated, or
- (f) they cease to be a Member of the Company.

#### PROCEEDINGS OF THE TRUSTEES

52. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Unless and until otherwise determined by the Trustees, questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. The Chair of the Trustees may and the Secretary (if any, or the Chair of the Trustees in the absence of a Secretary) on the requisition of not less than two Trustees or on the requisition of the CEO shall at any time summon a meeting of the Trustees.
53. Seven days' notice at least (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting and enclosing the agenda of the business to be discussed at the meeting shall be given of every meeting of the Trustees unless in the opinion of the Chair or failing them the Vice Chair it shall be expedient to call a meeting on short notice for the discussion of urgent business, in which case the meeting may be called on three days' notice if the notice is sent through the post or on twenty-four hours' notice if the notice is given by telephone or in electronic form.
54. A meeting of the Trustees may consist of a conference between Trustees some or all of whom are in different places provided that each Trustee who participates is able
- (a) to hear each of the other participating Trustees addressing the meeting, and
  - (b) if he/she so wishes, to address all of the other participating Trustees simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of such methods. A quorum is deemed to be present if these conditions are satisfied in respect of at least the number of Trustees required to form a quorum. A meeting held in this way is deemed to take place at the place where the

largest group of participating Trustees is assembled or, if no such group is readily identifiable, at the place from where the Chair of the meeting participates.

55. The Trustees shall initially appoint from among its members a Chair and a Vice Chair, each to serve for a period of two years. At the expiration of that two-year term, and every two years thereafter, the Chair shall resign, the sitting Vice-Chair shall be appointed as the new Chair and a new Vice-Chair shall be appointed, unless otherwise resolved by the Trustees.
56. The quorum necessary for the transaction of the business of the Trustees shall be three or one third of the Trustees, whichever is the greater.
57. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
58. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
59. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustee or Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
60. Business that is not mentioned in the agenda mentioned in Article 53 shall not be transacted at any meeting of the Trustees unless in the opinion of the Chair of the meeting, supported by a majority of the other Trustees present at the meeting, such business arises directly out of an item included in the agenda or out of the minutes of the last preceding meeting or is matter of urgency.
61. If at any meeting of the Trustees neither the Chair nor the Vice Chair be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be Chair of the meeting.
62. A resolution in writing or in electronic form agreed by all the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as effective as if it had been passed at meeting of the Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
63. The Trustees may delegate any of its powers to the extent permitted by law (other than the power to admit or expel Members of the Company) to Committees as it may think fit, and will have the power to revoke or alter any such delegation. Each Committee must have at least one Trustee appointed as a member (unless resolved otherwise by the Trustees). The CEO shall be entitled to attend meetings of any such Committee without having any vote at such meeting, unless he/she has been appointed as a member of such Committee. A Committee shall be entitled to seek the views of any expert or other party as it deems appropriate provided that such expert or third party shall not be entitled to vote on any resolution at a meeting of any such Committee. In the exercise of the powers so delegated any Committee so

formed shall conform to any regulations which may be imposed on it by the Trustees PROVIDED THAT all acts and proceedings of such sub-committee shall be reported back to the Trustees as soon as possible and PROVIDED FURTHER THAT no expenditure shall be incurred by such Committee other than in accordance with a budget set by the Trustees.

64. A Committee may elect a Chair of its meetings, if no such Chair be elected, or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the same, the members of the Committee present shall choose one of their number to be the Chair of the meeting.
65. A Committee may meet and adjourn as it shall think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes the Chair shall have a second or casting vote. A Committee shall have the power to fix its own quorum, but except to such extent the meetings and proceeding of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Trustees so far as the same are applicable thereto and are not superseded by any regulations imposed by the Trustees under or by the provisions of the preceding Articles.
66. All acts done at any Trustees or Committee meeting or by any person acting as a Trustee, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee or person acting as aforesaid or that he/she or any of them was ineligible or had vacated office shall be as valid if, without the vote of that Trustee and that Trustee being counted in the quorum the decision has been made by a majority of the Trustees or members of the Committee at a quorate meeting.
67. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee this must be dealt with in accordance with Articles 69 to 75.
68. The Trustees shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Trustees or any Committee of the Trustees or General Meetings of the Company or in connection with the business of the Company. The Trustees may from time to time issue guidance on what constitutes reasonable travel expenses for the purposes of this Article.

#### TRUSTEES' CONFLICTS OF INTEREST

69. A Trustee who has an Interest in any matter to be discussed at a meeting of the Trustees must declare the nature and extent of this Interest before the matter is discussed by the Trustees.
70. A decision of the Trustees will not be invalid because of the subsequent discovery of an Interest which should have been declared.
71. Subject to Article 73 a Trustee who has an Interest must in relation to that matter
  - (a) withdraw from the meeting for that item unless expressly invited by the other Trustees to remain in order to provide information;
  - (b) not count towards the quorum for that part of the meeting;

- (c) not vote on the item in which he/she has an Interest.
72. Whenever a Trustee declares an Interest arising due to a duty of loyalty owed to another organisation or person, the other Trustees may authorise the Trustee to have that Interest, provided that the Trustee who has declared an Interest.
- (a) withdraws from the meeting during the discussions on authorisation,
  - (b) is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted, and
  - (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
73. In article 72 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.
74. If authorisation is granted by the other Trustees under Article 72, the other Trustees may allow the Trustee who declared the Interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.
75. If any question arises at a meeting of the Trustees as to whether an Interest exists in relation to a Trustee or as to the entitlement of a Trustee to vote, be counted in the quorum or remain at the meeting it shall be referred to the Chair of the meeting whose ruling shall be final and conclusive as between the Trustees. If the question relates to the Chair of the meeting, it shall be decided by a resolution of the Trustees (for which purpose the Chair shall be counted in the quorum but may not vote).

#### POWERS AND DUTIES OF THE TRUSTEES

76. The business and affairs of the Company shall be managed by the Trustees, which may pay all expenses incurred in promoting and registering the Company and (subject as hereinbefore provided) may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting or by other method of decision-making by the Members, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting or other decision of the Members, but no regulation made by the Company in General Meeting or otherwise shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Trustees by any other Article.
77. The Trustees may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities and any such debentures and other securities may be issued at par or at a premium or at a discount.
78. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be

signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Trustees shall from time to time by resolution determine.

79. From time to time, the Trustees shall review the Articles of Association and propose changes to such Articles to reflect changes in the law and in the charity code, and to reflect changes in technology, subject to review by the Charity Commission (if required).

#### MINUTES

80. The Trustees must keep minutes:
- (a) of all appointments of officers made by the Trustees, and
  - (b) of all the names of the Trustees present at every meeting of the Trustees and of any Committee of the Trustees,
  - (c) of all resolutions and proceedings at all meetings of the Trustees and of all Committees of the Trustees and, where appropriate, the reasons for the decisions, and
  - (d) of proceedings at meetings of the Members.

#### THE SEAL

81. The Seal (if the Company has one) shall not be affixed to any instrument except by the authority of a resolution of the Trustees and shall be so affixed in the presence of at least one Trustee and of the Secretary (if any) or such other person as the Trustees may from time to time appoint for the purpose, and such Trustee and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

#### ACCOUNTS

82. The Trustees 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.
83. The Trustees must keep accounting records as required by the Companies Acts.
84. The books of account shall be kept at the Office, or at such other place or places as the Trustees may think fit, and shall always be open to inspection of the Trustees.
85. The Company may at any time or from time to time make conditions and regulations as to the time and manner of inspection by Members of the accounts of the Company, and subject to any such conditions and regulations such accounts shall be open to the inspection of Members at all reasonable times during business hours.
86. At least once in every year the Trustees shall provide the Members with an income and expenditure account made up to date not more than six months before the meeting and

a balance sheet made up as at the same date containing all such particulars with regard to the capital, the assets and the liabilities of the Company as are required by the Act.

87. Every such balance sheet as aforesaid shall be signed on behalf of the Trustees by two Trustees and shall be accompanied by a report of the Trustees as to the state of the Company's affairs, and it shall also have attached to it the Auditors' report.

#### ANNUAL REPORT AND RETURN

88. The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission; and
  - (c) preparation of an Annual Return and its transmission to the Commission.
89. The Trustees must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

#### AUDIT

90. Auditors shall be appointed, and their duties regulated in accordance with the relevant provisions of the Act.

#### MEANS OF COMMUNICATION TO BE USED

91. 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 Act 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.
92. Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
93. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) If properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),



- (b) If properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) If properly addressed and sent or supplied by electronic form, one hour after the document or information was sent or supplied, and
- (d) If sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 94. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.
- 95. A Member who does not register an address with the Company shall not be entitled to receive any notice from the Company.
- 96. 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.

#### WINDING UP

- 97. If upon the winding up or dissolution of the Company there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company but shall be given or transferred to such other charitable Institution or Institutions having objects similar to the objects of the Company 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 Company under or by virtue of Article 2 hereof, or shall be applied to such charitable object or objects, as may be determined by the Ordinary Members of the Company at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction the matter, and if and so far as effect cannot be given to the aforesaid provision then shall be applied to some charitable object or objects.

#### INDEMNITY

- 98. The Company shall indemnify any Trustee, former Trustee or Secretary against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

#### DISPUTES

- 99. If a dispute arises between Members of the Company about the validity or propriety of anything done by the Members of the Company under these Articles, and the dispute

cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## INTERPRETATION

100. In these Articles, if not inconsistent with the subject or context, the following expressions shall bear the meanings set opposite to them respectively.

<u>Expression</u>	<u>Meanings</u>
“the Act”	The Companies Act 2006
“these Articles”	these Articles of Association as originally framed or as from time to time altered by special resolution
“Commission”	means the Charity Commission for England and Wales
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Act) insofar as they apply to the Company
“electronic form”	has the meaning given in section 1168 of the Act
“Interest”	any situation where a Trustee will or may be affected directly or indirectly by a decision of the Trustees owing to the existence of that situation
“the Office”	the registered office of the Company
“the Seal”	the Common Seal of the Company if it has one
“the Trustees”	the Directors from time to time of the Company, who are also the trustees of the charity, and accordingly references to “a Trustee” shall be reference to any such Director, and are referred collectively as the Board
“the Secretary”	any person appointed to perform the duties of the Secretary

101. Save as aforesaid, any words or expressions defined in the Act, if not inconsistent with the subject or context, shall bear the same meaning in these Articles but excluding any statutory modification not in force when this constitution becomes binding on the Company.

102. 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.

103. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.