

No. 03216897

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

- and -

REGULATIONS

- of -

JUSTICE

(as amended by Special Resolution passed 30 October 2018)

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INTERPRETATION

1. In these Articles of Association, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:

WORDS	MEANINGS
“Act”	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity or any statutory modification or re-enactment of the same;
“Annual General Meeting”	the annual general meeting of the Charity as held in accordance with Article 20;
“Articles”	these Articles of Association;
“Board”	the directors of the Charity for the purposes of the Act and the charity trustees as defined by section 177 of the Charities Act;
“Board Members”	members of the Board for the time being;
“Chair of the Board”	the Board Member appointed as chair of the Board in accordance with Article 40;
“Charities Act”	the Charities Act 2011 and any regulations made pursuant thereto, or any statutory modification or re-enactment of the same;
“Charity”	JUSTICE, a company limited by guarantee;
“Charity Commission”	the Charity Commission for England and Wales;
“Clear Days”	in relation to the period of a notice means a period excluding (i) the day when the notice is given or deemed to be given; and (ii) the day for which it is given or on which it is to take effect;
“Council”	as described in the Regulations;
“Council Member”	a member of the Council;
“Director”	the person appointed as Director in accordance with Article 68;
“in writing”	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
“Members”	the persons admitted as members of the Charity in accordance with Article 13 and the Regulations;
“Office”	the registered office of the Charity;
“President of the Council”	as described in the Regulations;
“Register”	the Charity’s Register of Members;
“Regulations”	the Regulations made by the Board under Article 49;

“Seal”	the Common Seal of the Charity;
“Secretary”	the person or entity appointed as Secretary, if any, in accordance with Article 65;
“Vice-Presidents of the Council”	as described in the Regulations; and
“Voting Member”	each Member that is entitled to vote at a general meeting of the Charity, as set out in the Regulations.

2. Words importing the singular number only shall include the plural number, and vice versa.
3. Words importing persons shall include firms, chambers, partnerships or other associations and corporations.
4. Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Charity shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

GENERAL

5. The name of the Charity is “JUSTICE”.
6. The Office will be situated in England.

OBJECTS

7. The objects for which the Charity is established are to promote the sound development and administration of the law for the benefit of the public in the following ways:
 - (a) By promoting education and conducting research into the law, including current and proposed practice and administration and reform of the law, as the Board thinks fit, and by publishing the useful results of such research;
 - (b) By providing specialist legal advice in relation to the law and legal procedures particularly in cases where it is apprehended that a miscarriage of justice has taken place;
 - (c) By providing legal representation for those who are unable to obtain legal representation from their own resources, particularly in cases where it is apprehended that a miscarriage of justice has taken place;
 - (d) and for such other purposes for the benefit of the community as shall be exclusively charitable.

POWERS

8. In furtherance of the above objects but not further or otherwise, the Charity shall have the following powers:
 - (a) to print or otherwise reproduce and publish any newspapers, periodicals, books, articles, leaflets or other media including audio visual and electronic media;
 - (b) to hold meetings, lectures, seminars, conferences, exhibitions and courses either alone or with others;

- (c) to co-operate and exchange information and advice with other charities, voluntary bodies, statutory authorities, government departments and other similar bodies;
- (d) to enter into contracts, purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world and to construct, maintain and alter buildings or erections;
- (e) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity provided that the Charity complies with applicable law;
- (f) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (g) to insure all or any of the assets of the Charity or against any potential liability of the Charity or its employees as such employees;
- (h) to borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit, provided that the Charity complies with sections 124 to 126 of the Charities Act, where applicable;
- (i) to apply for, take and accept any gift or grant of money, property or other assets for the objects of the Charity whether subject to any special trust or not;
- (j) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Charity shall not undertake any taxable permanent trading activities in raising funds for the charitable objects aforesaid;
- (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (l) to invest in its own name or in the name of nominees money of the Charity 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;
- (m) to delegate upon such terms and with such reasonable remuneration as the Charity shall think fit to professional investment managers (“**Managers**”) the exercise of the power contained in the foregoing sub-clause (l) provided always that:
 - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 or any statutory modification or re-enactment of the same, or an equivalent regime;
 - (ii) the Charity shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;
 - (iii) the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every three months;
 - (iv) the Charity shall at all times be free forthwith to review, alter or determine such delegation and the terms thereof; and

- (v) the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 15 months but so that any failure by the Charity to undertake such review within the said period of 15 months shall not invalidate the delegation;
- (n) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Charity provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- (o) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- (p) to undertake and execute charitable trusts;
- (q) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Board Members (except as provided by Article 10) whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity, including the Director;
- (r) to make any reasonable or necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (s) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members by these Articles;
- (t) to pay out of funds of the Charity the costs charges and expenses of and incidental to the formation, registration and ongoing regulatory compliance of the Charity;
- (u) to make and alter such rules and regulations as may be requisite for the efficient management development and administration of the Charity; and
- (v) to do all such other lawful things as will further the attainment of the objects of the Charity or any of them;

provided that:

- (w) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (x) the Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (y) in accordance with section 117 of the Charities Act, in case the Charity shall take or hold any property, subject to the jurisdiction of the Charity Commission, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, pursuant to section 254 of the Charities Act, as regards any such property the Board Members 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 such Board Members would

have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Board Members, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

9. Pursuant to the Charities Act, the income and property of the Charity shall be applied solely towards the promotion of its objects 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 or Council Members and no Board Member shall without the prior written permission of the Charity Commission be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity.
10. Nothing herein shall prevent any payment in good faith by the Charity:
 - (a) of reasonable and proper remuneration to any officer, employee or consultant of the Charity (not being a Member, a Council Member or a Board Member) for any services rendered to the Charity and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such officer, servant or consultant of the Charity;
 - (b) to any Member, Council Member or Board Member who is a barrister, solicitor, accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or her or his or her firm when instructed by the Members or Board Members to act in that capacity on behalf of the Charity or its beneficiaries provided that:
 - (i) he shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relative discussion;
 - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or company; and
 - (iii) the other Board Members are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Charity or its beneficiaries;
 - (c) of interest on money lent by a Member, a Council Member or a Board Member at a rate approved by the Board from time to time;
 - (d) to any Board Member of reasonable and proper out-of-pocket expenses;
 - (e) to a company of which a Member, a Council Member or a Board Member may be a member holding not more than one-hundredth of the capital of such company;
 - (f) of reasonable and proper rent for premises demised or let by any Member, Council Member or by any Board Member; and
 - (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Board Members (or any of them) in relation to the Charity provided that such insurance shall not extend to any claim arising from any act or omission which the Board Members (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Board Members (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

MEMBERS

11. The number of Members is unlimited.
12. The Board may establish classes of membership with different rights and obligations as set out in the Regulations and shall record the rights and obligations in the Register.
13. Upon payment of a subscription in accordance with the Regulations and receipt of an application in such form as the Board require, the Director and/or the Board may admit persons as Members in accordance with the Regulations.
14. The liability of the Members is limited.
15. Every Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).
16. Every corporation and unincorporated association, which is admitted as a Member, may exercise such powers as are prescribed by section 323 of the Act.
17. A Member will be removed from membership:
 - (a) if the Member dies or, if it is an organisation, ceases to exist;
 - (b) if the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members (such notice period to be specified in the Regulations from time to time);
 - (c) if any sum due from the Member to the Charity is not paid in full within six months of it falling due; or
 - (d) by a resolution of the Board that it believes this to be in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - (i) the Member has been given at least 21 days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.
18. Membership as a Member is not transferable.
19. The Members shall be subject to the Regulations.

ANNUAL GENERAL MEETINGS

20. The Charity 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, and shall specify the meeting as such in the notices calling it (an "**Annual General Meeting**").
21. The following matters may be considered at each Annual General Meeting:
 - (a) the election of Board Members;

- (b) the nomination of the Chair of the Board;
- (c) the appointment of Council Members, including the President of the Council and any Vice-President(s) of the Council; and
- (d) the transaction of such other business as may be brought before it.

GENERAL MEETINGS

- 22. A general meeting shall be convened on an order of the Board or at the written request of not less than ten per cent. of the Voting Members or, where more than 12 months have passed since the last date that the Voting Members required the Board to convene a general meeting, five per cent. of the Voting Members convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chair of the Board who shall authorise the holding of a general meeting within 28 days of the receipt of such order or request.
- 23. There shall be given at least 14 Clear Days' notice in writing of every general meeting (except that there shall be given at least 21 Clear Days' notice in writing of every annual general meeting), specifying the place, the day and the hour of the meeting, and the general nature of the business to be discussed, to such persons (including the Charity's auditors) as are under these Articles or under the Act entitled to receive such notices from the Charity.
- 24. 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 proceedings had, at any meeting.
- 25. A general meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent. of the total voting rights.

PROCEEDINGS AT GENERAL MEETINGS

- 26. 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, twenty Voting Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting shall be a quorum. The authorised representative of an eligible member organisation shall be counted in the quorum.
- 27. 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 the Voting Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at such place and time as the Board 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, the Voting Member or Voting Members present in person or by proxy shall be a quorum.
- 28. The President of the Council (or such other person nominated by the President of the Council) shall preside as chair at every general meeting, but if the President of the Council or his or her nominee, as applicable, shall be absent, or if at any meeting is not present within 15 minutes after the time appointed for holding the same, then one of the Vice-Presidents of the Council shall preside, but if he or she is not present within 15 minutes after the time appointed for holding the same, then the Voting Members present shall choose a Board Member to preside or if no Board Member is present, or if all the Board Members present decline to take the chair, the Voting Members shall choose a Member who is present to preside.
- 29. The chair of the meeting may adjourn the meeting from time to time, and 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 such a meeting is adjourned, seven days' notice of the adjourned meeting shall be given in the same

manner as of the original meeting.

30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by Voting Members present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by a show of hands, demanded by the chair of the meeting or by at least a third of the Voting Members present in person or by proxy, a declaration by the chair 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 Charity 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.
31. Subject to the provisions of Article 32, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair 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.
32. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
33. The chair of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
34. 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 a poll has been demanded.

VOTES OF MEMBERS

35. Every Member shall be entitled to attend general meetings and every Voting Member shall be entitled to cast one vote.
36. Every Voting Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary (if any) or the Director prior to the commencement of the meeting that they have a proxy vote.
37. Subject to the provisions of sections 288 and 289 of the Act, a resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members and if described as a special resolution it shall have effect accordingly.

BOARD MEMBERS

38. The Voting Members may elect Board Members in accordance with the provisions of Articles 44 to 46. Eligibility for election will be set out in the Regulations.
39. Subject to Article 41, Board Members (other than the Chair of the Board and Board Members elected under Articles 43 or 46) shall hold office only until the third Annual General Meeting following their election. Board Members appointed or elected under Articles 43 or 46 shall hold office only until the Annual General Meeting next following their appointment or election.
40. The Board shall nominate a Board Member to serve as Chair of the Board. Eligibility for nomination will be set out in the Regulations. The appointment of such person to serve as Chair of the Board shall be subject to the approval of the Voting Members by Ordinary Resolution. The person so appointed shall hold office as a Board Member and as Chair of the Board until the fourth Annual General Meeting following their appointment.

41. The Regulations may make provision as to (a) the eligibility of a person to serve more than one term of office as a Board Member or as the Chair of the Board; and (b) the cessation of a person's term of office as a Board Member or as Chair of the Board in circumstances where they have been elected or appointed to more than one consecutive term of office.
42. The number of Board Members (including the Chair of the Board) shall be not less than three and unless and until varied by ordinary resolution of the Charity shall be subject to a maximum of fifteen.
43. The Board shall have power at any time to appoint any person to be a Board Member, either to fill a casual vacancy or as an addition to the existing Board, except that the total number of Board Members shall not at any time exceed the maximum number fixed by or in accordance with these Articles.
44. If the number of proposed Board Members and of retiring Board Members willing to be re-elected is less than the number of vacancies, nominations for Board Members made at the meeting shall be valid provided the nominee has agreed to accept office. In the event of the number of proposed Board Members and of retiring Board Members willing to be re-elected exceeding the number of vacancies there shall be a vote by ballot of all Voting Members present.
45. If, at any meeting at which the results of an election of Board Members ought to be announced, the places of the retiring Board Members, or some of them, are not filled up, the retiring Board Members or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected where permitted by the Regulations in accordance with Article 41, unless it shall be determined at such meeting to reduce the number of Board Members.
46. In addition and without prejudice to the provisions of section 168 of the Act, the Voting Members may by ordinary resolution remove any Board Member (including the Chair of the Board) before the expiration of his or her period of office, and may by ordinary resolution elect another suitably qualified person in his or her stead; but if the person removed was the Chair of the Board, the person so elected shall serve only as a Board Member, and the appointment of a new Chair of the Board shall be subject to Article 40.

DISQUALIFICATION OF BOARD MEMBERS

47. The office of a Board Member or the Chair of the Board shall be vacated if:
 - (a) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (b) he or she, in the written opinion, given to the Charity, of a registered medical practitioner chosen by the Charity, has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months;
 - (c) by notice in writing to the Board, he or she resigns his or her office (but only if at least the minimum number of Board Members specified under Article 42 will remain in office when the notice of resignation is to take effect);
 - (d) he or she becomes prohibited from holding office by reason of any court order made under the Act;
 - (e) he or she is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act; or
 - (f) he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act.
48. If any Board Member shall, without sufficient reason, absent himself or herself from three consecutive meetings of the Board, the Board may by notice in writing remove such person from

office, and the remaining Board Members shall be entitled to appoint another Board Member in his or her place pursuant to Article 43.

POWERS OF THE BOARD

49. The business of the Charity shall be managed by the Board who may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity, including, without prejudice to the generality of the foregoing, the power to borrow and to make and amend Regulations, and as are not by the Act or by these Articles required to be exercised or done by the Charity in general meeting or by written resolution.
50. The Board may act notwithstanding any vacancy in their body.
51. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons as Board Members, filling up vacancies in their body or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

52. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year. A meeting may be held by suitable electronic means agreed by the Board in which each participant may communicate with all the other participants.
53. A Board Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Board Member must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
54. If a conflict of interest arises for a Board Member because of a duty of loyalty owed to another organisation or person, the unconflicted Board Members may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Board Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Board Member does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted Board Members consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
55. In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict that does not involve a direct or indirect benefit of any nature to a Board Member or to a connected person.
56. Voting on any issue shall be by show of hands and decisions shall be determined by a majority of those present and voting. Each Board Member (including the Chair of the Board) shall be entitled to one vote. In the case of an equality of votes, the Chair of the Board shall have a casting vote.
57. A Board Member may, and the Secretary (if any) at the request of a Board Member shall, at any time summon a meeting of the Board by notice in writing given to the Board Members.

58. The Chair of the Board shall preside as chair at all meetings of the Board at which he or she shall be present, but if at any meeting the Chair of the Board is not present within five minutes after the time appointed for holding the meeting or is not willing to preside, then the Board Members present shall choose one of their number to be chair of the meeting.
59. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Board generally. The quorum for meetings of the Board or any committee formed pursuant to the provisions of Article 60 shall be three or such greater number as the Board may determine.
60. The Board may delegate any of their powers to any committee consisting of such of their number or such other persons as they think fit.
61. Any committee formed pursuant to Article 60 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any committee shall function. 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 so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such committees shall be reported in due course to the Board.
62. All acts bona fide done by any meeting of the Board or of any committee, or by any person acting as a Board Member, shall, notwithstanding it be afterwards discovered that there was some defect in the election, appointment or continuance in office of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected, appointed or had duly continued in office.
63. The Board shall cause proper minutes to be made of all elections and appointments of the Board Members and of the proceedings of all meetings of the Charity and of the Board and of committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
64. A resolution approved in writing by at least 75 per cent of the Board Members for the time being or by all the members for the time being of any committee who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted provided that notice of the proposed resolution shall have been given to all the Board Members or members of any committees for the time being as the case may be. Written resolutions, shall be reported back to the next meeting of the Board (save that failure to so report back shall not invalidate the resolution).

SECRETARY

65. The Board may (but shall not be bound to) appoint a Secretary and may at any time remove him or her from office.

TREASURER

66. The Board may appoint one of their number to be the Treasurer of the Charity and may at any time remove him or her from office.

THE COUNCIL

67. The Regulations shall make provision for the Council and for it to provide advice to the Board as may be requested from time to time.

DIRECTOR

68. The Board may from time to time appoint such a person as they see fit as Director of the Charity to assist in the management, charge, direction and control of the Charity's business for such periods, and on such conditions and terms, and with such powers as the Board shall from time to time determine. The Director may attend any meeting of the Board in an advisory and consultative capacity but he or she shall not be a member of the Board or have any vote at such meetings. The Director shall remain at all times and in all respects subject to the control of the Board and may at any time be removed or suspended from office by the Board.

SEAL

69. The Seal (if any) shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary (if any) or by a second Board Member.

ACCOUNTS

70. The Board shall cause accounting records of the Charity to be kept in accordance with section 386 of the Act and the requirements of the Charities Act.
71. Accounting records shall be kept at the Office or, subject to section 388 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.

AUDIT

72. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
73. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

74. A notice may be served by the Charity upon any Member:
- (a) personally;
 - (b) by sending it through the post in a prepaid letter, addressed to such Member at his or her registered address as appearing in the Register or such other address for the Member of which the Charity is aware;
 - (c) by sending it in electronic form to the Member's e-mail address as notified to the Charity from time to time; or
 - (d) by means of the Charity's website.
75. Any Member having an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those Members who have an address within the United Kingdom shall be entitled to receive notices from the Charity.
76. Any notice:
- (a) if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it

shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter;

- (b) if served in electronic form, shall be deemed to have been served 48 hours after it was sent, and in proving such service it shall be sufficient to prove that the electronic notice was properly addressed and sent in accordance with section 1147 of the Act; and
- (c) if supplied by means of a website, shall be deemed to have been served 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.

INDEMNITY

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity provided that such indemnity shall not extend to indemnify a Board Member in respect of any act or omission which the Board Member knew to be a breach of trust or breach of duty or which was committed by the Board Member in reckless disregard of whether it was a breach of trust or breach of duty or not.

DISSOLUTION

78. If upon the winding up or dissolution of the Charity 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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 9 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Board Members for some other charitable purpose or purposes. 'Charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 or any statutory modification or re-enactment of the same. For the avoidance of doubt, the system of law governing the constitution of the Charity is the law of England and Wales.

