

THE COMPANIES ACTS 1985 AND 2006

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

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BCPC

**INCORPORATED THIS 11TH DAY OF MAY 1999
COMPANY NUMBER: 3768246**

[Company name changed on the 10th of October 2001, Memorandum amended by special resolution passed on 30th November 2007; objects altered with effect from 24th July 2015 (special resolution dated 4th December 2014), Articles adopted by special resolution passed on 30th November 2007 and altered by special resolutions dated 4th December 2014 and 11 September 2021]

**The Companies Acts 1985 and 1989 and 2006
Company Limited by Guarantee and not having a Share Capital**

Memorandum of Association of BCPC

1. The Company's Name is BCPC.

(and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to promote the preservation and protection of mental health, to advance education and to relieve persons suffering from psychological or emotional illness by:
 - (1) Educating, training, qualifying, setting standards of practice for and supporting psychotherapists and counsellors through the provision of courses, classes, seminars workshops and conferences on the subject of psychotherapy and counselling, *leading to recognised qualifications to practise in these areas, as well as* through the promotion of an association for students, trainees, *and a professional community of practice* for psychotherapists and counsellors;
 - (2) Providing counselling and psychotherapy for those suffering from psychological or emotional illness; assessing the needs of members of the public requiring counselling or psychotherapy and making such referrals as are deemed appropriate; *as well as providing skilled practitioners for nurturing better relationships at all levels. *(see note)*
 - (3) Undertaking research into and the study of psychological or emotional *well-being and* illness and the theory and practice of psychotherapy, counselling *and human relationships at all levels**, and publishing the useful results and findings of such research and study;

(3B) To model and reflect the approaches we teach and espouse in our own organisation and trainings.
 - (4) To do all such other acts and things as are or may be incidental or conducive to the attainment of the object or ancillary thereto and to formulate, prepare and establish schemes therefore provided that all the activities of the Charity shall be of a charitable nature.

** by relationships at all levels we mean both: a) cognitive, emotional, physical and spiritual; and b) personal, inter-personal, couples, families, groups, teams, organisations, systems, transpersonal and ecological.*

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
- (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to acquire, hire, let, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (4) to employ paid and unpaid staff, agents and advisors as are necessary for carrying out the work of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants. The Charity may employ or remunerate a trustee of the Charity only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause.
 - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (7) to promote or carry out research;
 - (8) to provide advice;
 - (9) to publish or distribute information;
 - (10) to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
 - (11) to make grants or loans of money and to give guarantees provided that where any payment is made to the Treasurer or other proper official of a Charity the receipt of such Treasurer or official shall be a complete discharge to the trustees;
 - (12) to set aside funds for special purposes or as reserves against future expenditure;
 - (13) to deposit or invest in funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification) provided

that the Charity shall have power to retain any investments donated to it;

- (14) to delegate the management of investments to a financial expert, but only on terms that;
 - (a) the investment policy is set down in writing for the financial expert by the trustees;
 - (b) every transaction is reported promptly to the trustees;
 - (c) the performance of the investments is reviewed regularly with the trustees;
 - (d) the trustees are entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and
 - (g) the financial expert must not do anything outside the powers of the trustees;
- (15) to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under control of the trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- (16) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (17) to insure the trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (18) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
- (19) to do all such other lawful things as are necessary for the achievement of the Objects.

5. (1) The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but:
 - (a) members who are not trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - (b) members (including trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - (c) members (including trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - (d) individual members who are not trustees but who are beneficiaries may receive charitable benefits in that capacity.
- (2) A trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - (a) as mentioned in clauses 4.17, 5(1)(b), 5(1)(c), 5(3) or 5(4);
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (d) payment to any company in which a trustee has no more than a 1 per cent shareholding; or
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- (3) Any trustee (or any firm or company of which a trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
 - (a) the goods or services are actually required by the Charity;
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5(5); or
 - (c) no more than one third of the trustees are subject to such a contract in any financial year.

- (4) Any trustee (or any firm or company of which a trustee is a member or employee) may receive a benefit from the Charity in the capacity of a beneficiary of the Charity but only if:
 - (a) the nature and level of the remuneration or other sums paid is no more than is reasonable in all the circumstances and is set in accordance with the procedure in clause 5(5);
 - (b) no more than one third of the trustees are subject to such a benefit in any financial year.
 - (5) Whenever a trustee has a personal interest in a matter to be discussed at a meeting of the trustees or a committee the trustee concerned must:
 - (a) declare an interest at or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
 - (6) This clause may not be amended without the prior written consent of the Commission.
6. The liability of the members is limited.
 7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be 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 Charity's debts and liabilities 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.
 8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

INTERPRETATION

- 9 (1) Words and expressions defined in the Articles have the same meanings in this Memorandum.

- (2) References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share
Capital**

Articles of Association of BCPC

Interpretation

1. In these articles:

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

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Charity;

“charity trustee” has the meaning prescribed by section 97 (1) of the Charities Act 1993;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“electronic AGM” and “electronic GM” have the meanings set out in the articles

“executed” includes any mode of execution;

“financial expert” means an individual company or firm who is an authorised person or an exempt person within the meaning of the Financial Services and Markets Act 2000.

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules or by-laws made under the articles shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

- (2) Unless the trustees or the Charity in general meeting shall make other provision under the rules or by-laws made under the articles, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

- (3) It shall be lawful for the trustees to provide for the admission of such persons as they may think fit to be friends or associates of the Charity and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Charity and their rights (if any) shall not include a right to speak or vote at general meetings of the Charity. The Secretary shall keep an accurate register of such friends or associates of the Charity.

ANNUAL GENERAL MEETINGS

3. (1) The Charity shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and the next.

- (2) The annual general meeting shall be held at such time and, subject to the other provisions of the articles, at such place as the trustees shall appoint.

ELECTRONIC GENERAL MEETINGS

4. (1) The trustees may decide to call any annual general meeting or any other general meeting as an electronic meeting in accordance with this article and if so, shall designate the meeting as such. An annual general meeting that has

been so designated shall be referred to as an electronic AGM and a general meeting that has been so designated shall be referred to as an electronic GM.

(2) An electronic AGM or electronic GM need not be held at any particular place and may be held without any number of those participating in the meeting being together at the same place.

(3) An electronic AGM meeting or electronic GM may be held, and any votes may be permitted to be cast, by such electronic or other means as the trustees shall decide.

(4) The notice calling an annual general meeting or general meeting as an electronic AGM or electronic GM shall state that it is an electronic AGM or electronic GM and shall specify (i) any place at which a member may attend the meeting in person or by proxy or that there is no place at which a member may attend the meeting in person or by proxy; (ii) the electronic or other means by which the meeting will be held and the means by which a member or their proxy may participate; (iii) the electronic or other means by which votes may be cast at the meeting. The other provisions of the articles regarding content of notices shall be read and applied accordingly.

General meetings

5. All general meetings other than annual general meetings are general meetings.
6. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by ninety-five percent of members having a right to attend and vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings.

9. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, or five percent of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. For this purpose, a member shall be present at any meeting or any adjourned meeting if he is present in person or by proxy. A member or a proxy for a member shall be present at an electronic AGM or electronic GM if that person is participating in the manner specified in the notice calling the meeting.
10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
11. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
12. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
13. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
14. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
16. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 18. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman, notwithstanding that he is not a member, shall be entitled to a casting vote in addition to any other vote he may have.
 20. A poll demanded at a physical meeting on the election of a chairman or on a question of adjournment shall be taken immediately, on any other question it shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The chairman shall determine how any poll demanded at an electronic AGM or electronic GM is to be taken and how meeting participants will be informed of the arrangements provided the arrangements must enable the poll to be taken within thirty days after the demand. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 21. No notice need be given of a poll not taken immediately if the arrangements for taking the poll are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the arrangements for taking the poll.

Votes of Members.

22. Subject to the provisions of the articles regarding casting vote by the chairman of the meeting, every member shall have one vote whether on a show of

hands, on a poll, or by proxy. Any reference in the articles to a show of hands shall include any other method of voting on a show of hands specified in the notice convening the meeting at which the vote is taken, and any vote cast by that method shall be counted in determining the result of the show of hands. The accidental omission to count any vote on a show of hands shall not invalidate the result of the proceedings.

23. No member shall be entitled to vote at any general meeting unless all money then payable by him to the Charity have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
25. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office 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.

Trustees.

26. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
27. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees.

28. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

29. In addition, to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sales in furtherance of the objects of the charity;
- (2) to enter into contracts on behalf of the charity.

Appointment and retirement of trustees.

30. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

31. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

33. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- (1) he is recommended by the trustees; or
- (2) not less than twenty-eight nor more than fifty-six clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

34. No person may be appointed as a trustee:

- (1) unless he has attained the age of 18 years; or

- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 39.
35. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
36. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
37. 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 provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
38. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees.

39. A trustee shall cease to hold office if he
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of the provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;

- (5) has his membership of the charity terminated under the provisions of the rules or by-laws made under Article 60.

Trustees' Remuneration.

40. The trustees must not be paid any remuneration unless it is authorised by clause 5 of the memorandum.

Trustees' Appointments.

41. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing trustee director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
42. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of Trustees.

43. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. Notice of trustees' meetings may be given by such means as the trustees decide, including by electronic means. Trustees' meetings may be held as physical meetings, at a location where participants take part in person, or as hybrid meetings, where some participants are at a physical location and others take part by electronic means or as fully virtual meetings, where all participants take part by electronic means. Arrangements for hybrid and fully virtual meetings must enable all participants in the meeting to communicate to the others any information or opinions they have on any items of business and vote and their vote be known and recorded. Any other rules made by the trustees for such participation must be observed.
44. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
45. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

46. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
47. The trustees may appoint one of their number to be the chairman of their meeting and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.
48. The trustee may delegate any of their functions to committees consisting of 2 or more individuals appointed by them (but at least 1 member of every committee must be a trustee and all proceedings of committees must be reported promptly to the trustees).
49. All acts done by a meeting of trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
50. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
51. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees or a duly appointed officer of the Charity and shall indicate the name of the Charity.

Secretary

52. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if a trustee, subject to clause 5 of the memorandum) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

53. The trustees shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the trustees, and

- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

54. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

55. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

56. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

57. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices of members' meetings

58. Notices of members' meetings, including electronic AGMs and electronic GMs, may be given to the members and others entitled to receive notice in such form as the trustees may decide, including by electronic means to an electronic address supplied by the person to the Charity for this purpose. Provided that a member who has not so notified the trustees shall be given the notice in hard copy and any member may notify the trustees that the member wants to receive such notices in hard copy to their registered address.
59. The Charity may give any hard copy notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address in the register of members or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to received any notice from the Charity.

60. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary of the purposes for which it was called.
61. Proof that an envelope containing a notice was properly addressed, prepaid and posted or despatched by electronic means or delivered to a member or other person entitled to receive notice shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours (only counting working days) after it was posted, sent by electronic means or delivered as the case may be.

Indemnity

62. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

63. (1) The trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate:
 - (a) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.

- (3) The Charity in general meeting shall have power to alter, add to or repeal the rules or by-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or by-laws, which shall be binding on all members of the Charity. Provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.
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