

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL CATALOGUE RAISONNÉ ASSOCIATION

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DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

Articles means these Articles of Association;

Associated Person in relation to a Director means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (b) the spouse or civil partner of the Director or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the Director or with any person falling within (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the Director or any Associated Person falling within (a), (b) or (c) above; or
 - (ii) by two or more persons falling within (i) when taken together,

- (e) a body corporate in which –
 - (i) the Director or any Associated Person falling within (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within (i) who, when taken together, have a substantial interest;

and sections 350 – 352 Charities Act apply for the purposes of interpreting the terms used in (a) to (e) above;

- (f) any other person who is associated with a Director such that a benefit or payment to that person may, in the opinion of the other Directors, be perceived to result in a benefit or payment, directly or indirectly, to the Director.

Charities Act	means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force;
Charity	means International Catalogue Raisonné Association;
Charity Commission	means the Charity Commission for England and Wales;
clear days	in relation to a period of notice means a 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;
Director	means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are charity trustees as defined in the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in the Act;
financial benefit	means a benefit which is either money or has monetary value;
Financial Expert	means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Memorandum	means the memorandum of association of the Charity;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

Objects	the objects of the Charity as set out in Article 4;
Ordinary Resolution	has the meaning given in the Act;
Related Company	means any company in which the Charity: <ul style="list-style-type: none"> • holds more than 50% of the shares; or • controls more than 50% of the voting rights attached to the shares; or • has the right to appoint one or more directors to the board of the company;
Secretary	means any person appointed to perform the duties of the secretary of the Charity;
Special Resolution	has the meaning given in of the Act;
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland.
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.

1.5 The Model Articles shall not apply to the Charity.

CHARITY DETAILS

2 Name

The name of the Charity is International Catalogue Raisonné Association.

3 Registered office

The registered office of the Charity is to be situated in England or Wales.

OBJECTS AND POWERS

4 Objects

The Charity's objects are to promote for the public benefit the production of catalogues raisonnés, to develop standards of best practice for catalogues raisonnés and to advance the education and training of those involved in all aspects of the production of catalogues raisonnés.

5 Powers

The Charity has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Charity's powers include power:

- 5.1 to hold forums, exhibitions, meetings, lectures, classes, seminars or courses either alone or with others including scholars and professionals engaged in the research, writing, editing, design, and production of catalogues raisonnés;
- 5.2 to facilitate collaboration between projects, the exchange of information about the technical and practical aspects of making a catalogue raisonné, the mentoring of the next generation of scholars, and the education of artists, their estates, collectors and the market on the challenges and responsibilities of creating catalogues raisonnés;
- 5.3 to formulate and promote a code of best practice for catalogues raisonnés;
- 5.4 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media, including catalogues raisonnés;
- 5.5 to publish or distribute information in or on any media;
- 5.6 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.7 to accept or disclaim any gift or transfer of money or any other property whether or not subject to any special trust;
- 5.8 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.9 to purchase or form trading companies alone or jointly with others;
- 5.10 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.11 to maintain, alter or equip for use any real or personal estate;
- 5.12 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;

- 5.13 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.14 subject to such consents as may be required by law to borrow or raise money and to give security for loans, grants or other obligations;
- 5.15 to make grants or loans of money with or without security, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.16 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.17 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.18 to acquire or merge with any other charity formed for any of the Objects;
- 5.19 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.20 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.21 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.22 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification;
- 5.23 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 Directors;
 - (b) make provision for appropriate and regular reporting obligations to the Directors in respect of all transactions;
 - (c) the performance of the investments is reviewed regularly with the Directors;
 - (d) the Directors shall be 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 Directors on receipt; and
 - (g) the Financial Expert must not do anything outside the powers of the Directors;

- 5.24 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 the United Kingdom) under the control of the Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.25 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.26 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity:
- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Charity but not extending to:
 - (i) any liability to the Charity resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not;
 - (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
 - (iii) any liability to pay a fine or regulatory penalty.
 - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is their knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.27 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.28 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.29 to enter into contracts to provide services to or on behalf of other bodies;
- 5.30 to establish or acquire subsidiary companies;
- 5.31 to act as trustee of any trust;
- 5.32 to make any charitable donation either in cash or assets;

- 5.33 subject to such consent as may be required by law to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.34 to convert to a charitable incorporated organisation;
- 5.35 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 as a company and as a charity.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members. This does not prevent a Member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity;
 - (c) interest on money lent to the Charity at a reasonable and proper rate not exceeding the Bank of England base rate;
 - (d) reasonable and proper rent for premises demised or let to the Charity.

A Member who is also a Director may only receive a benefit, directly or indirectly, in accordance with Article 6.3 below.

- 6.3 A Director:
- (a) shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
 - (b) may receive an indemnity from the Charity in accordance with Article 34;
 - (c) may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5;

and a Director may not receive, directly or indirectly, any other benefit or payment from the Charity or any Related Company unless authorised by this Article 6, by the court or by the prior written approval of the Charity Commission.

- 6.4 Save where authorised or approved in accordance with this Article 6, no Director or Associated Person may:

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

6.5 A Director or Associated Person may:

- (a) take part in the normal trading and fundraising activities of the Charity or any Related Company on the same terms as members of the public;
- (b) receive a benefit from the Charity (or a Related Company) as a beneficiary of the Charity provided that, save where the benefit is by its nature available generally to the beneficiaries of the Charity, a majority of the Directors do not benefit in this way; and
- (c) subject to the conditions in Article 6.6 being satisfied:
 - (i) receive fees, remuneration or other financial benefit under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity or a Related Company (other than for acting as a Director);
 - (ii) receive interest on money lent to the Charity or a Related Company at a reasonable and proper rate not exceeding the Bank of England base rate; and
 - (iii) receive reasonable and proper rent for premises demised or let to the Charity or a Related Company.

6.6 The authority in Articles 6.5(c) is subject to the following conditions being satisfied:

- (a) prior to any financial benefit being paid to the Director or Associated Person an appropriate written agreement is concluded between the Charity/Related Company and the Director/Associated Person (as the case may be) containing the full details of their duties and obligations to the Charity/Related Company, the amount of financial benefit payable to them and all other relevant terms and conditions and copies of all such agreements are retained for inspection by any authorised person;
- (b) any financial benefit paid to the Director or Associated Person does not exceed an amount which is reasonable in all the circumstances;
- (c) the other Directors are satisfied that it is in the best interests of the Charity to contract with that Director (or Associated Person) rather than with someone who is not a Director (or Associated Person). In reaching that decision the Directors shall balance the advantage of contracting with the Director (or Associated Person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests);

- (d) a majority of the Directors then in office are not in receipt of benefit under Article 6.5(c);
- (e) the provisions of Article 7 below are observed in relation to any consideration by the Directors concerning that Director's (direct or indirect) interest, financial benefit or any variation of the financial benefit.

7 Conflicts of interests and conflicts of loyalty

7.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity or under discussion (whether proposed or already entered into), the Director concerned shall:

- (a) declare an interest at or before any discussion on the item;
- (b) withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
- (c) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- (d) withdraw during the vote and have no vote on the item.

7.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Directors, the Director concerned shall:

- (a) as soon as possible declare an interest to all the other Directors;
- (b) not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

7.3 Articles 7.1(b) to 7.1(d) and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

7.5 A conflict of interests may only be authorised under Article 7.4 if:

- (a) the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;
- (b) the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and

- (c) the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation and may impose conditions on the authorisation.

8 Limited liability of Members

The liability of the Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for:

- 8.1 payment of the debts and liabilities of the Charity contracted before they cease to be a Member,
- 8.2 payment of the costs, charges and expenses of winding up, and
- 8.3 adjustment of the rights of the contributories among themselves.

9 Surplus assets on winding-up or dissolution

9.1 If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Charity (the **Charity's surplus assets**), the same shall not be paid to or distributed among the Members (save where a Member is a charity and qualifies in accordance with this Article), but shall be given or transferred in accordance with this Article.

9.2 The Members may at any time before, and in expectation of, its dissolution resolve that the Charity's surplus assets shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for one or more of the Objects;
- (b) to any one or more charities for purposes which are similar to the Objects; or
- (c) to any one or more charities for use for particular purposes falling within the Objects.

9.3 Subject to any such resolution of the Members, the Directors may at any time before and in expectation of its dissolution resolve that the Charity's surplus assets shall on or before dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for one or more of the Objects;
- (b) to any one or more charities for purposes which are similar to the Objects; or
- (c) to any one or more charities for use for particular purposes falling within the Objects.

9.4 In the event of no resolution being passed by the Members or the Directors in accordance with this Article on the winding-up or dissolution of the Charity, the Charity's surplus assets shall be applied for charitable purposes as directed by the Court or the Charity Commission.

9.5 If the Charity is a trustee of any trusts at the time it is wound up or dissolved, the Charity shall procure the appointment of a new trustee or trustees of those trusts in the place of the Charity.

MEMBERSHIP

10 Members

10.1 The Directors from time to time shall be the only Members. A Director shall, by agreeing to become a Director, agree to become a Member and accordingly shall be admitted to membership of the Charity on their appointment as Director.

10.2 Membership is not transferable.

10.3 The Charity shall maintain a register of Members.

11 Classes of membership

11.1 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

12 Termination of membership

Membership is terminated if:

12.1 the Member dies;

12.2 the Member ceases to be a Director;

12.3 the Member retires by written notice to the Charity provided that after such retirement the number of Members is not less than two;

12.4 any sum due from the Member to the Charity has been wholly or partly outstanding for at least three months and the Charity serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served;

12.5 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that their membership is terminated. Such a resolution may only be passed if:

(a) the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons for its proposal; and

- (b) the Member or, at the option of the Member, the Member's representative, who need not be a Member, has been permitted to make representations to the meeting.

MEETINGS OF MEMBERS

13 General meetings

- 13.1 The Directors may call general meetings.
- 13.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not sufficient Directors available to form a quorum to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

14 Notice of general meetings

- 14.1 General meetings shall be called by at least 14 clear days' notice.
- 14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
- 14.3 The notice shall specify the place (which need not be a physical place), the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of their rights regarding proxies.
- 14.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:
 - (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - (b) the auditor for the time being of the Charity; and
 - (c) each Director,
 - (d) and no other person shall be entitled to receive notice of general meetings.
- 14.5 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.
- 14.6 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

15 Proxies

A Member is entitled to appoint another person as their proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Charity.

16 Organisation at general meetings

- 16.1 No business shall be transacted at any general meeting unless a quorum is present.
- 16.2 The quorum shall be a minimum of 10 percent of the persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a Member organisation.
- 16.3 There shall be a chair of every general meeting:
- (a) The chair, if any, of the Directors shall chair every general meeting of the Charity.
 - (b) In the chair's absence the vice-chair, if any, of the Directors shall act as chair.
 - (c) If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
 - (d) If there is only one Director present and willing to act, they shall chair the meeting.
 - (e) If at any meeting no Director is willing to act as chair or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 16.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
- (a) if convened on the requisition of Members, shall be dissolved;
 - (b) in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
- 16.5 In relation to adjournment of meetings:
- (a) the chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - (b) when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;

- (c) otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 Attendance and speaking at general meetings

- 17.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 17.2 A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 17.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (including, but not limited to, all or some of the participants attending by means of video conference or any other suitable electronic means).
- 17.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 17.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

DECISIONS OF MEMBERS

18 Voting at general meetings

- 18.1 A resolution put to the vote of a general 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.
- 18.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, 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.
- 18.3 A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 18.4 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

18.5 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

18.6 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chair of the meeting directs, save that it must be taken within thirty days after it was demanded.

18.7 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

18.8 The poll shall be taken in such manner as the chair of the meeting directs.

18.9 The chair of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.

18.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

18.11 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

19 Votes of members

19.1 Every Member shall have one vote.

19.2 Subject to Article 19.3, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:

- (a) the proxy has been duly appointed by more than one Member entitled to vote on the resolution, and
- (b) the proxy has been instructed by one or more Members to vote for the resolution and by one or more Members to vote against it.

- 19.3 Where a Member appoints more than one proxy, the exercise by the proxies taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person;
- 19.4 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 chair whose decision shall be final and conclusive.
- 20 Written resolutions**
- 20.1 Save for a resolution to remove a Director before the expiration of their period of office or to remove an auditor before the expiration of their term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 20.2 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed as an Ordinary Resolution.
- 20.3 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

DIRECTORS

21 Directors

- 21.1 Unless otherwise determined by Ordinary Resolution the minimum number of Directors shall be three and the maximum number of Directors shall be ten.
- 21.2 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 21.3 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

22 Appointment of Directors

- 22.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a resolution of the Directors, provided that no appointment of a Director may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 22.2 In any case where, as a result of death, the Charity has no Members and no Directors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Director.
- 22.3 For the purposes of Article 22.2 , where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.

22.4 No appointment of a Director may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

22.5 Subject to Articles 23 and 25 a Director shall hold office until their retirement in accordance with Article 23.

23 Retirement of Directors

23.1 The first Directors shall hold office for the following periods at the end of which each shall retire:

David Anfam	2 years
Harriet Bridgeman	3 years
Edith Devaney	2 years
Teresa Krasny	3 years
Saskia Spender	2 years
Toby Treves	3 years
Pierre Valentin	3 years

23.2 Any other Director shall be appointed for a term of three years at the end of which they shall retire.

23.3 A person retiring from the office of Director shall be eligible for re-appointment but, where the retirement is at the end of a consecutive period of six years or more in office, the Director shall not be eligible for re-appointment for a further consecutive term of office unless the Members agree otherwise by Ordinary Resolution.

24 Removal of Directors

24.1 The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director.

24.2 The Directors may remove any Director before the expiration of the Director's period of office by a resolution at a meeting of the Directors passed by all the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:

- (a) the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
- (b) the Director or, at the option of the Director, the Director's representative, who need not be a Director or Member, has been permitted to make representations to the meeting; and

- (c) the Directors passing the resolution determine that it is in the best interests of the Charity to do so.

25 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 25.1 the Director ceases to be a Member;
- 25.2 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 25.3 the Director is disqualified from acting as a charity trustee by virtue of the Charities Act;
- 25.4 the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 25.5 a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than six months;
- 25.6 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which the Director would otherwise have and the Directors resolve that the Director's office be vacated;
- 25.7 the Director resigns their office by written notice to the Charity provided that at least two remain in office after the resignation takes effect;
- 25.8 the Director is absent from three consecutive Directors' meetings without leave and the Directors resolve that the Director's office be vacated;
- 25.9 the Director is directly or indirectly interested in any contract with the Charity and fails to declare the nature of their interest as required by the Act or the Articles and the Directors resolve that the office be vacated;
- 25.10 the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Directors resolve that the Director's office be vacated;
- 25.11 the Director's conduct leads to the Directors deciding to make a serious incident report to the Charity Commission and the Directors resolve that the Director's office be vacated; or
- 25.12 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent) and the Directors resolve that the Director's office be vacated.

26 Powers and duties of the Directors

- 26.1 Subject to the provisions of the Act and the Articles, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.

26.2 No alteration of the Articles shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.

26.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

27 Proceedings and decisions of the Directors

27.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

27.2 The Directors shall meet at least four times a year.

27.3 A meeting of the Directors:

(a) may be called by any Director; and

(b) shall, at the request of a Director, be called by the Secretary (if any).

27.4 Notice of any meeting of the Directors must indicate:

(a) its proposed date, time and subject matter;

(b) where it is to take place; and

(c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

27.5 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.

27.6 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

27.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.

27.8 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any other suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting. If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

27.9 In relation to the quorum for a meeting of the Directors:

- (a) no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
- (b) the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than three;
- (c) if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
 - (i) to appoint further Directors, or
 - (ii) to call a general meeting so as to enable the Members to appoint further Directors;
- (d) a Director shall not be counted in the quorum participating in a meeting in relation to a resolution on which the Director is not entitled to vote.

27.10 Questions arising at a meeting shall be decided by a majority of votes.

27.11

- (a) The Directors shall elect a chair, and may elect a vice-chair, from among their number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election.
- (b) If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair, the Directors present shall choose one of their number to chair the meeting.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.

27.12 Acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall not be invalidated by the subsequent realisation that:

- (a) there was some defect in the appointment of any such Director or person acting as a Director, or
- (b) they or any of them were disqualified, or
- (c) they or any of them had ceased to hold office as Director, or
- (d) they or any of them were not entitled to vote on the matter.

27.13 Save for a resolution to remove a Director from office under Article 24.2, a resolution in writing, agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a

meeting of the Directors duly convened and held and may consist of several documents in like form each agreed by one or more Directors.

- 27.14 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

28 Delegation by the Directors

- 28.1 The Directors may delegate any of their powers or functions to a committee of one or more Directors.

- 28.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
- (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- 28.3 Subject to and in default of any other terms imposed by the Directors:

- (a) the chair and (if any) vice-chair shall be ex-officio members of every committee appointed by the Directors;
- (b) the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;
- (c) a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- (d) a committee may meet and adjourn as it thinks proper;
- (e) questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
- (f) in the case of an equality of votes the chair of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers or functions shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.

- 28.4 The terms of any delegation to a committee shall be recorded in the minute book.

- 28.5 The Directors may revoke or alter a delegation.

- 28.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

29 Delegation of day to day management

- 29.1 The Directors may delegate day to day management and administration of the Charity to one or more managers.
- 29.2 In respect of each manager the Directors shall:
- (a) provide a description of the manager's role; and
 - (b) set the limits of the manager's authority.
- 29.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

SECRETARY AND MINUTES

30 Secretary

- 30.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.
- 30.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

31 Minutes

- 31.1 The Directors shall ensure that the Charity keeps records, in writing, comprising:
- (a) minutes of all proceedings of general meetings;
 - (b) copies of all resolutions of Members passed otherwise than at general meetings;
 - (c) minutes of all proceedings at meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting;
 - (d) copies of all resolutions of the Directors, including those passed otherwise than at a meeting of the Directors; and
 - (e) details of appointments of officers made by the Directors.
- 31.2 The Directors shall ensure that the records comprising 31.1(a) to 31.1(c) above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

ACCOUNTS, RECORDS AND REPORTING

32 Accounts, records and reporting

- 32.1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the

preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

32.2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours.

32.3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

COMMUNICATION

33 Means of communication

33.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:

- (a) by delivering it by hand to an address as recorded for the Member in the register of Members;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as recorded for the Member in the register of Members; or
- (c) in electronic form to an address notified by the Member in writing;

33.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

33.3 If a notice or document is sent:

- (a) by delivering it by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- (b) by post or other delivery service in accordance with Article 33.1(b) above it is treated as being delivered:
 - (i) 24 hours after it was posted, if first class post was used; or
 - (ii) 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (iii) properly addressed; and
 - (iv) put into the postal system or given to delivery agents with postage or delivery paid.
- (c) by electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.

INDEMNITY

34 Indemnity

34.1 Subject to Article 34.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former Director shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

34.2 This Article does not authorise any indemnity to the extent that such indemnity would be rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

RULES

35 Rules

35.1 The Directors may from time to time make such rules as they may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles.