

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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## **Articles of Association**

of

**St Vincent de Paul Society (England & Wales)**

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**Company Number: 03174679**

**Charity Number: 1053992**

**Articles Adopted: 27 November 2015**

## **COMPANIES ACTS 2006**

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

#### **ARTICLES OF ASSOCIATION OF ST VINCENT DE PAUL SOCIETY (ENGLAND & WALES)**

##### **1. Name**

The name of the company ("the Society") is St Vincent De Paul Society (England & Wales).

##### **2. Registered office**

The registered office of the Society shall be in England.

##### **3. Objects**

As part of an international lay Christian organisation, Catholic in origin, character and traditions, which respects religious liberty and the value of all God's people, the objects of the Society ("the objects") shall be:

**3.1** The relief of poverty and sickness without differentiation on the ground of race, colour, creed, ideology or sex and in particular, but not so as to limit the generality of the foregoing, to bring spiritual and/or material solace to the sick or individuals who are in conditions of need, hardship or distress due to their social, economic or other circumstances.

**3.2** The undertaking, in any part of the World, of such other object or objects which are exclusively charitable according to the law of England and Wales as the Society in its discretion shall see fit.

##### **4. Powers**

The Society has the following powers which may be exercised only in promoting the objects:

**4.1** to appoint, constitute and delegate powers to such advisory committees as the Trustees may think fit;

**4.2** to promote, commission or carry out research, pilot or demonstration projects or training schemes;

**4.3** to provide advice;

**4.4** to publish or distribute information;

**4.5** to co-operate with other bodies;

- 4.6** to engage in, promote and manage Social Enterprise Projects or initiatives for the benefit of the Society and the local communities where such projects are based;
- 4.7** to enter into any arrangements with any Government department, local authority, university, college or other body or person conducive to the promotion and attainment of the objects;
- 4.8** to support, administer or set up other charities;
- 4.9** to raise funds (but not by means of taxable trading);
- 4.10** to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.11** to secure the discharge of any of the Society's liabilities and obligations in any manner;
- 4.12** to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 4.13** to advertise in such manner as may be thought expedient with a view to promoting the objects;
- 4.14** to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 4.15** to let or dispose of property of any kind;
- 4.16** to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 4.17** to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 4.18** to set aside funds for special purposes or as reserves against future expenditure;
- 4.19** to deposit or invest 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);
- 4.20** to solicit contributions to the funds of the Society and to accept gifts (both inter vivos and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific charitable trusts or conditions;
- 4.21** to accept any gifts, subscriptions, donations, bequests or devises of lands, monies, securities either real or personal property;

- 4.22** 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;
- 4.23** to arrange for investments or other property of the Society 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 the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.24** to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 4.25** to purchase and maintain insurance for the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Society Trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society 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;
- 4.26** to employ paid or unpaid agents, staff or advisers;
- 4.27** to enter into contracts to provide services to or on behalf of other bodies;
- 4.28** to establish, become a Member of, manage, or support any bodies whose objects may seem capable of furthering any of the objects;
- 4.29** to establish where necessary local branches;
- 4.30** to pay all costs and expenses arising in connection with the formation and registration of the Society; and
- 4.31** to do anything else within the law which promotes or is ancillary to the objects.

## **5. Benefits to Members & Trustees**

**5.1** A Trustee shall not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:

- (A)** as mentioned in Article 4.25 of these Articles;
- (B)** reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
- (C)** an indemnity (insofar as permitted by Article 19) in respect of any
- (D)** liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
- (E)** payment to any Society in which a Trustee has no more than a one per cent shareholding; and
- (F)** in exceptional cases (but only with the written approval of the Commission in advance) other payments or benefits.

**5.2** A director or connected person may enter into a contract for the supply of services, or goods that are supplied in connection with the provision of services to the charity where:

- (A)** that is permitted in accordance with, and subject to the conditions in, section 185 to 186 of the Charities Act 2011.
- (B)** the decision to enter into a contract with a trustee or connected person and the rationale for the decision is recorded in the minute book.

**5.3** 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. Limited liability**

The liability of the Members is limited.

## **7. Guarantee**

Every Member promises, if the Society is dissolved while he or it (in the case of a Member which is a corporate body) remains a Member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a Member.

## **8. Dissolution**

If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to Confédération Internationale de la Société de Saint-Vincent de Paul whose office is at Conseil Général, 6 rue de Londres, 75009, Paris, France to be applied for exclusively charitable purposes according to the law of England and Wales.

## **9. Membership**

**9.1** The Society shall maintain a register of Members.

**9.2** The Members of the Society shall be known as the National Council Members and shall comprise:

- (A)** the Honorary National Officers;
- (B)** the Presidents of each Central Council; and
- (C)** such other persons as are admitted to Membership in accordance with these Articles.

**9.3** The Trustees may appoint any person as a Member of the Society by majority resolution for a period to be specified by the Trustees in the document of appointment provided that such an appointment is in accordance with a rule established under Article 16 below.

**9.4** For the avoidance of doubt each Central Council President and Honorary National Officer shall only be a Member of the Society for the duration that they hold the respective office and shall automatically cease to be a Member on ceasing to hold the office. Should such a person hold more than one of the specified offices at any one time, they shall cease to be a Member once they have ceased to hold all such offices.

**9.5** Membership shall terminate forthwith if the Member concerned:

- (A)** gives written notice of resignation to the Society; or
- (B)** dies; or
- (C)** is removed from Membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Society (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice);
- (D)** has an Order made by any Court having Jurisdiction in matters concerning mental disorders.

**9.6** Membership of the Society is not transferable.

## **10. General Meetings**

- 10.1** Members are entitled to attend general meetings. General meetings are called by the Trustees on at least 21 clear days' written notice to all National Council Members specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such.
- 10.2** No business shall be transacted at any general meeting unless a quorum of Members is present in person or by proxy. Fourteen Members entitled to vote upon business to be transacted, or one half (rounded up as the case may be) plus one of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 such time and place as the Trustees may determine.
- 10.3** The Chairman, if any, of the Trustees or (if the Chairman is unable or unwilling to do so) some other Trustee nominated by the Trustees presides as Chairman at a general meeting. If no Trustee is willing to act as Chairman, or if there are no Trustees present, the **Members** present in person and entitled to vote shall choose one of their number to be Chairman.
- 10.4** The Chairman 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. When a meeting is adjourned for 14 days or more, at least seven days' notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 10.5** Except where otherwise provided by these Articles or the Act, every issue is decided by a majority of the votes cast.
- 10.6** The Society must hold an AGM in every year which the Members shall be entitled to attend.
- 10.7** At an AGM the Members:
- (A)** receive the accounts or a Summary Financial Statement of the Society for the previous financial year;
  - (B)** receive the Trustees' report on the Society's activities since the previous AGM;
  - (C)** appoint auditors for the Society and fix their remuneration; and
  - (D)** discuss any issues of policy or deal with any other business put before them.
- 10.8** Any general meeting which is not an AGM is an EGM.

- 10.9** An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from two Members of the Society.
- 10.10** Subject to Article 10.10(D) a resolution put to the vote of the 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 demanded:
- (A)** by the Chairman; or
  - (B)** by at least two Members having the right to vote at the meeting; or
  - (C)** by a Member representing not less than one-seventh of the total voting rights of all the Members having the right to vote at the meeting; and  
  
a demand by a person as proxy for a Member shall be the same as a demand by a Member.
  - (D)** the election of Trustees and Honorary National Officers shall be decided by a poll and not a show of hands.
- 10.11** Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the 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 such resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.
- 10.12** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote he may have.
- 10.13** A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman of the meeting directs, being not more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.14** No notice need be given of a poll not taken forthwith if the time and place to which it is taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 10.15** A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.



- 10.16** Subject as aforesaid, on a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote. 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.
- 10.17** Any Member of the Society entitled to attend and vote at a general meeting is entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him.
- 10.18** An instrument appointing a proxy shall be in any common form or in any form as the Trustees may approve and the Trustees may if they think fit (but subject to the provisions of the Act) send out with the notice of any meeting forms of instrument of proxy for use at the meeting.
- 10.19** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 10.20** The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:
- (A)** be deposited at the Office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (B)** in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
  - (C)** where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any of the Trustees and the Trustees shall issue instructions as to how and at what time the instrument appointing a proxy shall be deposited or delivered.

The Trustees shall issue instructions as to how and at what time the instrument appointing a proxy must be deposited or delivered. An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 10.21** A vote given or poll demanded by proxy 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 at the Officer or at such other place at which the instrument of proxy was duly deposited 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.

## **11. The Trustees**

**11.1** The Trustees as Charity Trustees have control of the Society and its property and funds. All policy decisions shall be made by the Trustees after consultation with the National Council Members.

**11.2** The number of Trustees shall not be less than ten or more than thirteen.

**12. Appointment, Retirement and Removal of Trustees**

The Trustees shall consist of:

**12.1** The National President, National Vice President and National Treasurer elected pursuant to Article 13 and five others, of whom at least three shall be National Council Members, appointed for a term of five years by the National President, following his election, but subject always to the ratification of their appointment by the National Council Members.

**12.2** If, following the appointment of Trustees in accordance with Article 12.1 there are in addition to those Trustees any other Trustees who were in post at the time of the National President's appointment they shall be called "Continuation Trustees". Continuation Trustees shall continue in office until they have completed five years in post from the time of their appointment. On completion of their term in office as Continuation Trustees, the National President shall appoint five new Continuation Trustees, at least three of whom must be serving Central Council Presidents at the time of their appointment and ratified by the National Council Members. The date of their appointment will commence from the date that their appointment is ratified and shall be for a period of five years. If a Continuation Trustee should resign, be removed from office or die a replacement Continuation Trustee shall be appointed for the remainder of that particular term of office.

**12.3** No person may be appointed as a Trustee:

- (A)** unless he has attained the age of 18 years; or
- (B)** in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Articles 4.4.

**12.4** A Trustee's term of office automatically terminates if he:

- (A)** ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
- (B)** becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C)** is or may be suffering from mental disorder and either:
  - (i) a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become mentally incapable of acting as a director and may remain so for more than three months; or
  - (ii) by reason of the Director's mental health, a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have; or

- (D) is absent from four consecutive meetings of the Trustees and the Trustees resolve that his office be vacated; or
  - (E) resigns by written notice to the Trustees; or
  - (F) is removed by resolution passed by at least two-thirds of the Trustees such resolution being passed at a meeting of the Trustees duly convened and held after the meeting has invited the views of the Trustee concerned and the chairman of the meeting has declared that the meeting has considered the matter in light of such views; or
  - (G) ceases to be a Member or a Member of the Society in accordance with its rules or bye-laws.
- 12.5** A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of Trustees.

### **13. Honorary National Officers**

- 13.1** The National President, National Vice President and Honorary Treasurer shall be the Honorary National Officers of the Society.
- 13.2** The National President shall be elected with his prior approval by the National Council Members by poll. He need not be an existing National Council Member but, as appropriate, shall become and, subject to the Articles, remain one on and for the duration of his appointment. His term of office shall be for a period of five years unless the National Council Members resolve otherwise either at the time of, or subsequent, to his appointment.
- 13.3** Following his election, the National President shall appoint, subject to ratification by the National Council Members, a National Vice President. He need not be an existing National Council Member but, as appropriate, shall become and, subject to the Articles, remain one on and for the duration of his appointment. His term of office shall be for five years but the term of office shall expire before the end of that period should the National President who appointed him cease to hold that office.
- 13.4** Following his election, the National President shall appoint, subject to ratification by the National Council Members, a National Treasurer. He need not be an existing National Council Member but, as appropriate, shall become and, subject to these Articles, remain one on and for the duration of his appointment. His term of office shall be for five years but shall expire before the end of that period should the National President who appointed him cease to hold that office.
- 13.5** An Honorary National Officer on ceasing to hold office, shall also cease to be a Member, unless he otherwise qualifies by reason of being a Central Council President at the time he ceases to be an Honorary National Officer.

### **14. Proceedings of Trustees**

- 14.1** The Trustees must hold at least two meetings each year and may regulate their proceedings as they think fit.

- 14.2** A quorum at a meeting of the Trustees shall be fixed by the Trustees but shall not be less than one half of the total number of Trustees for the time being or four, whichever is the greater.
- 14.3** A meeting of the Trustees may be held in person by suitable electronic means as agreed by the Trustees by which participants may communicate with all the other participants.
- 14.4** The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as a quorum, the Trustees or Members may act only for the purpose of calling a general meeting.
- 14.5** The Trustees shall appoint the National President to be the chairman of their meetings. Unless he is unwilling to do so the National President shall preside at every meeting of Trustees at which he is present. In the absence of the National President, the National Vice President shall be chairman of the meeting. In the absence of the National Vice President, the Trustees present may appoint one of their number to be chairman of the meeting, providing the meeting is quorate.
- 14.6** Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 14.7** Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 14.8** A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **15. Powers of Trustees**

The Trustees have the following powers in the administration of the Society:

- (A)** to appoint (and remove) any Member (who may be a Trustee) to act as Secretary to the Society in accordance with the Act and where the office of Secretary is vacant or there is for any other reason no secretary capable of acting, to appoint (and remove) any assistant or deputy secretary (who need not be a Member) so to act; and
- (B)** to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two Members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees); and
- (C)** to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees; and
- (D)** to make rules consistent with these Articles and the Act to govern the administration of the Society; and
- (E)** to establish procedures to assist the resolution of disputes within the Society; and

- (F) subject to the provisions of the Act, these Articles and to any directions given by special resolution, to manage the business of the Society; and
- (G) to resolve pursuant to Article 4.25 of these Articles to effect indemnity insurance notwithstanding their interest in such a policy; and
- (H) in accordance with Article 10.21 to issue instructions as to how and at what time the instrument of proxy must be deposited or delivered; and
- (I) to exercise any other powers of the Society which are not reserved to a general meeting.

## **16. Rules**

**16.1** The Society by special resolution may make such rules or bye-laws as may be deemed necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of Membership, and in particular, but without prejudice to the generality of the foregoing, the Society may by such rules or bye-laws regulate:

- (A) the admission and classification of corporate and non-members of the Society 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 corporate and non-members of the Society in relation to one another, and to the Society's employees;
- (C) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (D) the establishment and regulation of local branches; and
- (E) the transmission of funds and property (of whatever nature) to the Society.

**16.2** Any such rules or bye-laws shall be deemed not to form part of the Articles and shall be construed separately from the Articles except insofar as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the corporate and non-members and the Trustees subject as therein and hereafter provided. The Trustees shall adopt such means as they think sufficient to bring to the notice of corporate and non-members of the Society all such rules or bye-laws. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

**16.3** For the avoidance of doubt the Internal Statutes of the St Vincent de Paul Society (England and Wales) shall be considered to be rules of the Society.

## **17. Records and Accounts**

**17.1** The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the

preparation and transmission to the Registrar of Companies and the commission of:

- (A) annual reports;
- (B) annual returns; and
- (C) annual statements of account.

**17.2** The Trustees must keep proper records of:

- (A) all proceedings at general meetings;
- (B) all proceedings at meetings of the Trustees;
- (C) all reports of committees; and
- (D) all professional advice obtained.

**17.3** Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.

**17.4** A copy of the Society's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

**17.5** No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Society.

## **18. Notices**

**18.1** Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.

**18.2** The only address at which a Member is entitled to receive notices is the address shown in the register of Members.

**18.3** Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (A) twenty four hours after being sent by electronic means, including emails and faxes, or delivered by hand to the relevant address;
- (B) two clear working days after being sent by first class post to that address;
- (C) three clear working days after being sent by second class or overseas post to that address;
- (D) on the date of publication of a newspaper containing the notice;

**(E)** on being handed to the Member personally; or, if earlier

**(F)** as soon as the Member acknowledges actual receipt.

**18.4** A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **19. Indemnity**

Subject to the provisions of the Act, every Trustee or other officer, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment 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 Society.

## **20. Interpretation**

**20.1** The following terms shall have the same

- "the Act" means the Companies Act 2006 and every other statute concerning companies;
- "AGM" means an annual general meeting of the Society;
- "the Articles" means these Articles of Association;
- "Central Councils" shall have the meaning specified in the Society's rules or bye-laws from time to time;
- "Central Council Presidents" shall be defined in the Society's rules or bye-laws from time to time;
- "Chairman" means the chairman of the Trustees unless the context indicates otherwise;
- "the Society" means the Society governed by these Articles;
- "clear day" means a clear working day, 24 hours from midnight following the relevant event, excluding Saturdays, Sundays and Bank Holidays in England and Wales;
- "Charity Trustee" has the meaning prescribed by section 177 of the Charities Act 2011 and a Charity Trustee shall also be a Company Director for the purposes of the Act;
- "the Commission" means the Charity Commissioners for England and Wales;
- "EGM" means an extraordinary general meeting of the Society;
- "financial expert" means an individual, company or firm who is an authorised person within the meaning of the Financial Services and Markets Act 2000;

- "Honorary National Officers" shall have the meaning given to in in Article 13.1 above;
- "material benefit" means a benefit which may not be financial but has monetary value;
- "Member" and "Membership" refer to Central Council presidents and national honorary officers of the Society for the purposes of the Act (for the avoidance of doubt this does not refer to the general Members of the Society who are neither Central Council Presidents or national honorary officers of the Society);
- "month" means calendar month;
- "National Council Members" shall mean the Members of the Society for the purposes of the Act;
- "non-members" shall not be Members of the Society for the purposes of the Act;
- "the objects" means the objects of the Society as defined in Article 3 of these Articles;
- "the Office" means the registered office of the Society from time to time;
- "personal interest" means either financial or non-financial interests;
- "policy decisions" means decisions about the strategic direction of the Society as opposed to operational issues;
- "Secretary" means the Secretary of the Society;
- "Summary Financial Statement" has the same meaning as contained in sections 426 and 427 of the Act;
- "taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purposes of carrying out the objects and the profits of which are liable to tax;
- "Trustee" of the Society shall be a Charity Trustee and also a Company Director for the purposes of the Act and means a Trustee of the Society and "Trustees" means all of the Trustees;
- "written" or "in writing" refers to a legible document on paper including a fax message; and
- "year" means calendar year.

**20.2** Unless expressly defined herein or unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Society, shall have the meanings so defined.

**20.3** References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.



**20.4** Save where the context otherwise requires references to the masculine gender shall include the feminine gender.