

Company Number: 3005604 Enc 5

Charity Number: 1093321

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH CARDIOVASCULAR SOCIETY

INTERPRETATION

1.1 In these Articles and the Memorandum:

<i>Act</i>	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
<i>Articles</i>	these articles of association of the Charity;
<i>Board</i>	The Board of Trustees of the Charity;
<i>Charity</i>	the company intended to be regulated by these Articles;
<i>Clear Days</i>	in relation to the period of a notice, 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;
<i>Council</i>	the body constituted in accordance with the Rules;
<i>Members</i>	all the individuals and organisations admitted to membership (of any class or category) of the Charity whether entitled to vote at general meetings or not;
<i>Memorandum</i>	the memorandum of association of the Charity;

<i>Office</i>	the registered office of the Charity;
<i>Officers</i>	the persons who are elected from time to time to hold designated positions on the Board in accordance with the Rules;
<i>Ordinary Members</i>	the Members of the Charity having the right to vote at general meetings admitted in accordance with Article 2.3;
<i>President</i>	the President of the Charity or any other person appointed to perform the duties of the President of the Charity and who shall be an Officer;
<i>Rules</i>	the rules or bylaws of the Charity, made under Article 23;
<i>Secretary</i>	the Secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity and who shall be an Officer;
<i>Trustees</i>	the members of the Board (and "Trustee" has a corresponding meaning); and
<i>United Kingdom</i>	Great Britain and Northern Ireland.

1.2 Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity).

2 MEMBERS

2.1 The number of Members with which the Charity proposes to be registered is unlimited.

2.2 The Members of the Charity shall be the subscribers to the Memorandum and such

other persons or organisations as are admitted to membership in accordance with these Articles and the Rules and their names shall be entered in the register of Members accordingly from time to time.

2.3 Ordinary Members may, at the discretion of the Trustees, be admitted from amongst the groups of people and in accordance with the criteria set out in the Rules.

2.4 The Trustees may from time to time resolve upon the creation of other classes of members of the Charity (including Honorary Members) provided that the rights of such other classes of members do not extend to voting at general meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution and set out in the Rules. The Trustees may, from time to time, vary the criteria for membership as well as the rights, privileges, duties and obligations of membership.

2.5 Membership shall not be transferable and a Member shall cease to be a Member:-

2.5.1 in the case of an individual, on death;

2.5.2 in the case of a Member admitted because of a particular office held (as provided for in the Rules), on such Member ceasing to hold such office;

2.5.3 if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office, provided that after any resignation the number of Members shall always be more than two;

2.5.4 if a Member is found guilty of serious professional misconduct by his professional governing body, leading to suspension or erasure from the medical register or its equivalent, or is convicted of a serious crime, and the Trustees, by a simple majority, vote to terminate such Member's membership; any Member who ceases to be a Member in consequence of this clause and who subsequently is reinstated on the medical register or its equivalent may seek to rejoin as a Member at a later date. The application for Membership will be considered by Trustees according to the criteria set down in the Rules;

2.5.5 by unanimous vote of the Trustees or, if there shall be more than six

Trustees, by resolution of the Trustees passed by a majority of not less than three quarters of the Trustees present and voting at the meeting of the Trustees convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Trustees at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Trustees prior to the Trustees voting on the resolution;

2.5.6 if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid two months after notice is served on the Member on behalf of the Trustees informing him that he will be removed from the membership if it is not paid. The Trustees may in their absolute discretion readmit to membership of the Charity any person removed on this ground on his paying the sum due or such part of the sum due, together with such penalty amount (or no penalty amount as the case may be) as the Trustees may, in their discretion, determine.

2.6 No Member, on ceasing to be a Member, shall be entitled to receive repayment of all or any of the annual subscriptions which have been prepaid.

2.7 Except in respect of the subscribers to the Memorandum, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Trustees may from time to time determine. Every Member shall inform the Secretary in writing of any change of name or address in order that the appropriate alterations may be made in the register of members.

3 **SUBSCRIPTIONS**

3.1 The Trustees may in its discretion levy a subscription on all or any class of Members, and others with an interest in the Charity, at such rates as they shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class. The Trustees shall set out the subscription rates, the time and method of payment, and amendments to them from time to time in the Rules.

4 **PATRONS**

4.1 The Trustees may, in their discretion, appoint any person to be a patron of the

Charity (and remove any Patron) on such terms as they shall think fit.

- 4.2 A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice of general meetings and shall also have the right to receive accounts of the Charity when available to Ordinary Members.

5 **GENERAL MEETINGS**

- 5.1 The Charity shall hold an annual general meeting ("AGM") each year in addition to any other meetings 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 that of the next. Provided that so long as the Charity holds its first AGM within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such times and places as the Trustees shall appoint. All general meetings other than AGMs shall be called extraordinary general meetings.

- 5.2 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 may call a general meeting.

6 **NOTICE OF GENERAL MEETINGS**

- 6.1 An AGM and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice or by any longer period specified by the Trustees. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice or by any longer period specified by the Trustees but a general meeting may be called by shorter notice if it is so agreed:

6.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

6.1.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote at the meeting, being a majority in number together holding not less than 95 percent of the total voting rights at that meeting of all the Members.

- 6.2 The notice calling a meeting 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.
- 6.3 The notice shall be given to all Ordinary Members, Trustees, Patrons and auditors.
- 6.4 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.

7 PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being an Ordinary Member shall constitute a quorum.
- 7.2 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.
- 7.3 The President, if any, of the Trustees shall preside as chairman of the meeting, but if the President shall not be present and willing to act within fifteen minutes after the time appointed for holding the meeting, 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.
- 7.4 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.
- 7.5 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 7.6 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 any 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. If a meeting is adjourned for less than fourteen days it shall not be necessary to give any such notice.

7.7 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:

7.7.1 by the chairman; or

7.7.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or

7.7.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

7.8 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, or lost, or not carried by a particular majority and an entry to that effect made 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.

7.9 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.

7.10 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.

7.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

7.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question 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 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.

- 7.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

8 **VOTES OF MEMBERS**

- 8.1 Subject to Article 7.11 (chairman's casting vote) every Ordinary Member present in person shall have one vote.
- 8.2 No Ordinary Member shall be entitled to vote at any general meeting whether on a show of hands or on a poll, or vote in any postal ballot which may be conducted in accordance with the Rules, unless all monies then payable by him to the Charity have been paid.
- 8.3 No Ordinary Member shall be entitled to debate or vote on any matter in which he is personally interested without the permission of the majority of the Ordinary Members present and voting.
- 8.4 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.
- 8.5 Any objection made in due time under Article 8.4 shall be referred to the chairman whose decision shall be final and conclusive.
- 8.6 Any Member of the Charity entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote (by show of hands or poll) instead of him.
- 8.7 The instrument appointing a proxy shall be in writing signed by the appointer or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Trustees may approve.

BRITISH CARDIOVASCULAR SOCIETY

I [Member's name and address] being an Ordinary Member of the above-named Charity hereby appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the Charity to be held on the day of and any adjournment thereof.

Signed [..name..] this day of 20...

- 8.8 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 36 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 8.9 No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 8.10 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 8.11 On a show of hands, every Member present in person or by proxy shall have one vote. On a poll, every Member present in person or by proxy shall have one vote.

9 **TRUSTEES**

- 9.1 The number of Trustees shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 9.2 The first Trustees following the adoption of these articles of association shall be the following persons who shall be deemed to have been appointed under the Articles: Dr Nicholas Boon, Dr Nicholas Brooks, Prof David Crossman and Dr Stephen Holmberg. The retirement of existing Trustees and the appointment of future Trustees shall be by the Trustees as provided in the Articles and the Rules.
- 9.3 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 contract to which

the Charity is a party.

10 **POWERS OF THE TRUSTEES**

10.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the Trustees, who may exercise all the powers of the Charity, shall manage the business 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 and the Charity.

10.2 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

11 **APPOINTMENT AND RETIREMENT OF TRUSTEES**

11.1 No person may be appointed or reappointed as a Trustee:

11.1.1 unless he has attained the age of eighteen years;

11.1.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 12; and

11.1.3 except in accordance with the Rules.

11.2 Subject as aforesaid the Charity may, in general meeting and by ordinary resolution appoint any person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.

11.3 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.

12 **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A Trustee shall cease to hold office if he:

- 12.1 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 that provision);
- 12.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 12.3 retires in accordance with the provisions of these Articles and the Rules;
- 12.4 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
- 12.5 is absent without the permission of the Trustees from all their meetings held within a period of twelve months and the Trustees resolve that his office be vacated.

13 **TRUSTEES' EXPENSES**

- 13.1 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but subject to clause 5 of the Memorandum shall otherwise be paid no remuneration.

14 **PROCEEDINGS OF THE TRUSTEES**

- 14.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. Three Trustees may, and the Secretary at such request shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President, or in his absence, the person appointed as chairman under Article 14.5, shall have a second or casting vote.
- 14.2 The Trustees shall meet at least twice a year.
- 14.3 The quorum for the transaction of the business of the Trustees shall be three at least one of whom shall be an Officer. The Officers shall be the President, the Secretary and such other persons as shall be designated by the Trustees as Officers under the Rules.
- 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 the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a

general meeting.

14.5 The President 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, then the Trustees present may appoint one of their number to be chairman of the meeting.

14.6 The Trustees may appoint one or more committees consisting of such persons as the Trustees deem fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees and provided further that in any such delegation of powers:

14.6.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may provide for delegation to persons who have been elected for this purpose by the Members or allow the committee to make co-options up to a specified number);

14.6.2 the composition of any such committee shall be entirely at the discretion of the Trustees and shall include at least one Trustee member;

14.6.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;

14.6.4 all delegations under this Article shall be revocable at any time;

14.6.5 the Trustees may make such regulations and impose such terms or conditions and give such mandates to any such committee as it may from time to time think fit; and

14.6.6 for the avoidance of doubt, the Trustees may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.

- 14.7 All acts done by a meeting of Trustees, or of a committee appointed by the Trustees, 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 had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 14.8 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.
- 14.9 Trustees or members of any committee may participate in or hold a meeting by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other and address each other at the same time. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Trustees or the committee (as the case may be) duly convened and held with such persons physically present. A meeting held in this way is deemed to take place at the place where the largest group of participating Trustees is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 14.10 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in accordance with the current bank mandate.

15 **MINUTES**

- 15.1 The Trustees shall keep minutes in books kept for the purpose:
- 15.1.1 of all appointments of Trustees made by the Board; and
- 15.1.2 of all proceedings at general meetings of the Charity, of the Trustees of committees of Trustees and of committees appointed by the Trustees, which shall include the names of the persons present at each such meeting.

16 **ACCOUNTS**

- 16.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
- 16.2 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Trustees think fit.
- 16.3 Subject to the requirements of the Act, the Charity may at a general meeting impose reasonable restrictions as to the time and manner in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be available for inspection by Members at all reasonable times during usual business hours.
- 16.4 The Trustees shall lay before the annual general meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Trustees as to the state of affairs of the Charity and a report of the Auditors and shall comply with the provisions of the Act. Copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 Clear Days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of general meetings of the Charity.

17 **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with the Act.

18 **ANNUAL REPORT**

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 Charity Commission.

19 **ANNUAL RETURN**

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 Charity Commission.

20 **NOTICES**

- 20.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees or the Council need not be in writing.
- 20.2 The Charity may give any notice to a Member either personally, by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address, or by electronic communication. A Member whose registered address is not within the United Kingdom and who gives to the Charity 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 receive any notice from the Charity.
- 20.3 A Member present in person 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.
- 20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 20.5 Where a notice or other document is given or sent by electronic communication it shall be deemed to have been given or sent at the expiration of 48 hours after it was sent to an address supplied by the Member for the purpose or on notification to the Member of its publication on a website. Proof that a notice or other document given by electronic communication was given or sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given.

21 **INDEMNITY**

- 21.1 Subject to the provisions of the Act every Trustee 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 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 Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

21.2 The Trustees shall have power to resolve pursuant to clause 4(13) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

22 **WINDING-UP**

22.1 The provisions of Clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

22.2 If the Trustees decide that it is necessary or advisable to dissolve the Charity, they shall call a meeting of all Members. Not less than twenty one Clear Days' notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a three quarters majority of all Members present and voting, the Trustees shall have the power to realise any assets held by or on behalf of the Charity in accordance with the provisions of clauses 7 and 8 of the Memorandum.

23 **RULES**

23.1 The Trustees may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for ease of 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 byelaws regulate:

23.1.1 anything in the Articles which refers to the Rules;

23.1.2 the classification of Members of the Charity;

23.1.3 the entrance fees, subscriptions and other fees or payments to be made by Members and other persons or organisations with an interest in the work of the Charity;

23.1.4 the conduct of Members of the Charity in relation to one another, and to the Charity's servants; and

23.1.5 generally, all such matters as are commonly the subject matter of company rules.

23.2 The Trustees shall have the power to alter, add to or repeal ("change") the rules or byelaws and the Trustees shall adopt such means as they think are sufficient to bring to the notice of Members of the Charity all such changes, which shall be

binding on all Members of the Charity, provided that no rule or byelaw or change shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles. Provided always that any increase in any fee or subscription shall be made only on the expiry of at least one month's notice to the Members or class of Members affected thereby.