

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF

**NATIONAL ASSOCIATION OF HOSPITAL
BROADCASTING ORGANISATIONS**

known as

Hospital Broadcasting Association

Incorporated the 24th day of September 1992

Company Number 2750147
Charity Number 1015501

As amended on 11th October 2008

1. The Company's name (hereinafter called "the Association") is "NATIONAL ASSOCIATION OF HOSPITAL BROADCASTING ORGANISATIONS".
2. The Association's registered office is situated in England.
3. The Association is established for charitable purposes only and its object is to extend and improve the relief of sickness, infirmity and old age through Hospital Broadcasting and allied services by:
 - i) encouraging the formation of Hospital Broadcasting Organisations;
 - ii) promoting and assisting in the formation of such organisations;
 - iii) providing the means for persons and organisations engaged in or interested in these services to freely exchange ideas and information;
 - iv) providing the administrative machinery to facilitate liaison, co-operation and co-ordination of effort;
 - v) promoting the highest technical and artistic standards;
 - vi) enabling groups of members to negotiate at National and Regional levels where appropriate;
 - vii) explaining, publicising and promoting the service to all sections of the community;
 - viii) establishing international co-operation;
 - ix) providing guidelines and a code of conduct with which members shall strive at all times to comply;
 - x) the doing of all such other lawful things as shall further the attainment of the above object.
4. In addition to any other powers it may have, the Association has the following powers in order to further the above object (but not for any other purpose):
 - a) to raise funds. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - b) to buy, take on lease or in exchange, hire, or otherwise acquire any property and to maintain and equip it for use;
 - c) to sell, lease, or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply, as appropriate, with Sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed. The charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
 - e) to co-operate with other charities, voluntary bodies and statutory authorities, and to exchange information and advice with them;
 - f) to establish or support any charitable trusts, associations or institutions with a charitable object analogous to that of the Association;
 - g) to acquire, merge with or to enter into partnership or joint venture arrangement with any other charity with an object analogous to that of the Association;
 - h) to set aside income as a reserve against future expenditure, but only in accordance with a written reserves policy;
 - i) to employ and remunerate such staff as are necessary to carry-out the work of the Association. The Association may employ or remunerate a Trustee only to the extent it is permitted to do so by Clause 9 and provided it complies with the conditions in that clause;
 - j) to:
 - i) deposit or invest funds;
 - ii) employ a professional fund-manager; and
 - iii) arrange for the investments or other property of the Association to be held in the name of a nominee;
in the same manner, and subject to the same conditions, as the Trustees of a Trust are permitted to do by the Trustee Act 2000;
 - k) to provide indemnity insurance for the Trustees or any other officer of the Association in relation to any liability:

- i) that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Association;
- ii) to make a contribution to the Association's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading);

but excluding:

- i) fines;
- ii) costs of defending criminal prosecutions where the Trustee or other officer is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
- iii) liabilities to the Association that result from conduct that the Trustee or other officer knew, or must reasonably be assumed to have known, was not in the best interests of the Association, or about which the person concerned did not care whether it was in the best interests of the Association or not;
- iv) any liability to make a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation.

l) to do all such other lawful things as are necessary for the achievement of the object.

5. The income and property of the Association shall be applied solely towards the promotion of the object.
6. A Trustee is entitled to be reimbursed from the property of the Association, and may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
7. Subject to the restrictions in sub-clause 4.k), a Trustee may benefit from Trustee indemnity insurance cover purchased at the Association's expense.
8. None of the income or property of the Association may be paid, or transferred directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to any member of the Association. This does not prevent a member who is not also a Trustee receiving:
 - a) a benefit from the Association in the capacity as a beneficiary of the Association;
 - b) reasonable and proper remuneration for any goods or services supplied to the Association.
9. No Trustee may:
 - a) sell goods, services or any interest in land to the Association;
 - b) be employed by, or receive any remuneration from, the Association;
 - c) buy any goods or services from the Association, except in the capacity of a beneficiary of the Association;
 - d) receive any other financial benefit from the Association, except in the capacity of a beneficiary of the Association;unless
 - i) the requirements of Sections 73A, 73B and 73C of the Charities Act 1993, as inserted by the Charities Act 2006, are complied with; or
 - ii) the Trustees obtain the prior written approval of the Charity Commission for England and Wales and fully comply with any procedures it prescribes.
10. The liability of members is limited.
11. Every member promises, if the Association is dissolved while he or she is a member, or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding one pound sterling) as may be demanded of him or her towards the payment of the debts and liabilities of the Association incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
12. The members of the Association may at any time before, and in anticipation of, its dissolution, resolve that any net assets of the Association, after all its debts and liabilities have been paid or provision has been made for them, shall, on or before the dissolution of the Association, be applied:
 - a) directly for the object;

- b) by transfer to any charity or charities for purposes similar to the object; or
 - c) by transfer to any charity or charities for use for particular purposes that fall within the object.
13. Subject to any resolution under Clause 12, the Trustees may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Association, after all its debts and liabilities have been paid or provision has been made for them, shall, on or before the dissolution of the Association, be applied:
- a) directly for the object;
 - b) by transfer to any charity or charities for purposes similar to the object; or
 - c) by transfer to any charity or charities for use for particular purposes that fall within the object.
14. In no circumstances shall the net assets of the Association be paid to, or distributed among, the members of the Association, except to a member that is itself a charity, and if no such resolution is passed by the members or the Trustees, the net assets of the Association shall be applied for charitable purposes as directed by the court or the Charity Commission for England and Wales.
15. Throughout this Memorandum, "charitable" means charitable in accordance with the law of England and Wales, provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, address and descriptions of Subscribers.

Chief Executive
Colin Powell
Staithe House
62 Russel Street
Falkirk
Stirlingshire. FK2 7HP

Deputy Chief Executive
Geoffrey Atherton
4 Regent Road
Rhyl, Clwyd. LL18 4BA

Secretary
Nigel Dobson
84 Station Road
Glenfield
Leicester. LE3 8BR

Treasurer
Vera Partridge
56 Fleet Road
Benfleet
Essex. SS7 5JN

Dated the 18th day of July, 1992.

In Witness to the above signatures: A.C. Partridge
56 Fleet Road
Benfleet
Essex
SS7 5JN
Managing Director/Electronics Engineer

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ARTICLES OF ASSOCIATION
OF

**NATIONAL ASSOCIATION OF HOSPITAL
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Incorporated the 24th day of September 1992

Company Number 2750147
Association Number 1015501

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INTERPRETATION

1. In these Articles:

“Appointed Trustee” means a Trustee appointed by the Trustee Board under these Articles;

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

"Association" means the company intended to be regulated by these Articles;

“Chair” means the chair of the Association elected under these Articles;

“Commission” means the Charity Commission for England and Wales;

"Companies Acts" has the meaning given in section 2 of the Companies Act 2006;

"clear days", in relation to the period of a notice, means the period excluding the day on which 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;

“Elected Trustee” means a Trustee elected by the Association under these Articles;

“in person”, in relation to attendance at general meetings, includes the attendance of the authorised representative of a member which is an organisation;

“in writing” includes the use of forms of electronic communication to convey written information, including but not limited to, e-mail and facsimile transmission;

“Memorandum” means the memorandum of association of the Association;

“President” means the president of the Association elected under these Articles;

"Trustee Board" means the board of directors of the Association (and “Trustees” and “Trustee” have corresponding meanings);

"Secretary" means any person appointed to perform the duties of the company secretary of the Association;

"United Kingdom" means Great Britain and Northern Ireland; and

“Vice Chair” means the Vice Chair of the Association appointed from among the Trustees by the Trustee Board.

Unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in the Companies Acts, but excluding any statutory amendment not in force when these Articles become binding on the Association.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory amendment or re-enactment of it for the time being in force.

MEMBERS

2. There shall be such categories of members of the Association, with different rights and obligations, as are prescribed by bylaws made under Article 76.

3. Membership is open to individuals and organisations who:

a) meet the criteria for membership prescribed by bylaws made under Article 76;

b) apply to the Association in such form and manner as is prescribed by regulations made under Article 77; and

c) are approved by the Trustee Board or a body constituted by it.

4. A decision to refuse an application for membership may only be taken by the Trustee Board. It must only make such a decision if, acting reasonably and properly, it considers it to be in the best interests of the Association to do so. Before making any decision to refuse an application for membership:

a) the applicant must be:

i) informed in writing of the reasons for which the application is being considered for refusal;

ii) invited to submit written representations to the Trustee Board; and

iii) given at least twenty-one days' notice in writing of the meeting of the Trustee Board at which the final decision will be taken;

b) any written representations by the applicant must be considered by the Trustee Body.

5. Membership is not transferrable to any other individual or organisation.

6. Every member shall pay to the Association such annual subscription (if any) as the Trustee Board shall, from time to time, determine.

TERMINATION OF MEMBERSHIP

7. Membership is terminated if:
 - a) the member dies or, if it is an organisation, ceases to exist;
 - b) the member resigns by written notice to the Association unless, after the resignation, there would be fewer than two members;
 - c) any sum due from the member to the Association is not paid in full within six months of it falling due;
 - d) the member is removed from membership by a resolution of the Trustee Board that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member may only be passed if:
 - i) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustee Board at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

GENERAL MEETINGS

8. The Trustee Board may call general meetings.
9. The Trustee Board shall, on the requisition of members representing not less than 5% of the total voting rights of all members, within 21 days call a general meeting to be held on a date not later than 28 days after the date of the notice.
10. If the Trustee Board fails to call a meeting requisitioned under Clause 9 within the period specified in that Clause, any Trustee or any member of the Association may call a general meeting at the Association's expense.

NOTICE OF GENERAL MEETINGS

11. All general meetings shall be called with at least fourteen clear days' notice, unless it is agreed by members holding not less than 90% of the voting rights of all members that the meeting may be called at shorter notice.
12. A notice of a general meeting shall:
 - a) specify the place, the day and the hour of meeting;
 - b) specify the general nature of the business to be dealt with at the meeting;
 - c) in the case that special resolutions are intended to be proposed at the meeting, specify the text of the special resolution and notice of the intent to propose the resolution as a special resolution; and
 - d) include a statement of the right of members to appoint a proxy to attend and to speak and vote at the meeting.
13. Notice of general meetings shall be given to all members and to the Trustee Board.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any general meeting unless a quorum of members is present, in person or by proxy, at the time when the meeting proceeds to business.
16. A quorum is:
 - a) 2 members entitled to vote upon the business to be conducted at the meeting; or
 - b) members representing 10% of the total voting rights of the membership at the time, whichever is the greater.
17. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such time and place as the Trustee Board may determine. If the meeting is adjourned to another day, the reconvened meeting shall be subject to the same notice requirements as the original meeting.

18. The Chair or, in his or her absence the Vice Chair, shall chair every general meeting of the Association. If neither the Chair nor the Vice Chair is present within five minutes after the time appointed for the holding of the meeting, the members of the Trustee Board present shall choose one of their number to chair the meeting.
19. If, at any meeting, no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
20. The Trustees may attend and speak at any general meeting.
21. The chair of the meeting 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 so long as the adjournment shall be for no more than three calendar months, but no business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for more than 24 hours, notice of the reconvened meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the reconvened meeting.
22. Decisions at general meetings shall be made by passing resolutions as follows:
 - a) decisions involving an alteration to the Memorandum or these Articles, and other decisions so required from time to time by statute, shall be made by special resolution requiring at least a three-fourths majority of votes cast; and
 - b) all other decisions shall be made by ordinary resolution requiring a simple majority of votes cast.
23. At any general meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a) by the chair of the meeting;
 - b) by at least five members having the right to vote at the meeting; or
 - c) by any member or members representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting; andunless a poll is so demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive; the result of the vote must be recorded in the minutes of the Association, but the number or proportion of votes cast need not be recorded.
24. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
25. A poll must be taken as the chair of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, not being 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.
27. No notice need be given of a poll not taken immediately if the time and the 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.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he or she may have.

WRITTEN RESOLUTIONS

29. Subject to the provisions of the Companies Acts, a resolution in writing agreed by members holding the majority of voting rights specified below, being members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Association duly convened and held. The required majority shall be:
 - a) 75% of the total voting rights of the membership in the case of a special resolution; and
 - b) a simple majority of the total voting rights of the membership in the case of any other resolution.

VOTES OF MEMBERS

30. Subject to Articles 2, 28 and 31, every member shall have one vote.

31. No member shall be entitled to vote at any general meeting unless all moneys then payable by that member to the Association have been paid.
32. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the chair of the meeting shall be final and conclusive.
33. A member may appoint a proxy to represent him or her at any meeting of the Association, and any member which is an organisation may appoint any person to act as its representative to the Association. The Association must be provided with written notice of any such appointment, and any such appointment shall not be valid until the notice has been received by the Association. Any such notice given to the Association will be conclusive evidence that the appointee is entitled to represent the member until such time as the Association receives notice that the appointment has been rescinded or superseded; the Association shall not be required to consider whether the appointee has been properly appointed by the member.

PRESIDENT

34. The President shall be elected by the members for a term of 5 years and may be removed by simple majority resolution of the members.
35. The President shall have such functions as may be specified by regulations made under Article 77.

TRUSTEE BOARD

36. The Trustee Board shall comprise not fewer than three natural persons, consisting of:
 - a) the Chair;
 - b) up to 7 Elected Trustees; and
 - c) up to 4 Appointed Trustees.
37. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustee Board.

POWERS AND DUTIES OF THE TRUSTEE BOARD

38. The Trustee Board shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles, any bylaw made by the Association under Article 76 or any special resolution. No such bylaw or special resolution, and no alteration of the Memorandum or these Articles shall have retrospective effect to invalidate any prior act by the Trustee Board.
39. All cheques and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustee Board shall, from time to time, determine.
40. The Trustee Board shall have power to resolve, pursuant to Clause 4(k) of the Memorandum to effect Trustees' indemnity insurance notwithstanding their interest in such policy.

ELECTION, APPOINTMENT AND RETIREMENT OF MEMBERS OF THE TRUSTEE BOARD

41. Elections, appointments and retirements of members of the Trustee Board shall be in accordance with bylaws made by the Association under Article 76.
42. The Association may from time to time, by ordinary resolution, increase or reduce the number of Elected Trustees and Appointed Trustees, subject to the maxima specified in Article 36.
43. The Trustee Board shall appoint from among its members a Vice Chair who shall serve for a term of three years unless during that period he or she ceases to be a Trustee or is removed from that post by the Trustee Board. A Trustee retiring from the post of Vice Chair may be re-appointed.
44. No person may become a Trustee:
 - a) unless he or she has attained the age of 18 years;
 - b) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 45.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE TRUSTEE BOARD

45. A Trustee shall cease to hold office if he or she:
 - a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a company director;
 - b) is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993;

- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - d) resigns his or her office by written notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated;
 - f) is removed from office by resolution of the members under Article 46; or
 - g) is removed from office by resolution of the Trustee Board under Article 47.
46. The Association may, by ordinary resolution, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and such Trustee. The Association may, by ordinary resolution, appoint another person in place of a Trustee removed under this Article.
47. The Trustee Board may, by a resolution passed by a two-thirds majority (excluding, for this purpose, the Trustee in question) at one of its meetings, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and such Trustee, provided that such Trustee shall have been given at least 14 clear days' notice of the meeting and the opportunity to make oral representations to the meeting.
48. Subject to Article 40, a Trustee shall not vote in respect of any contract in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including, but not limited to, any personal financial interest), or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.

PROCEEDINGS OF THE TRUSTEE BOARD

49. The Trustee Board may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit, subject to the provisions of these Articles, provided that it shall meet no fewer than three times per year.
50. Meetings of the Trustee Board may be held by telephone- or video-conference, or other electronic or virtual means agreed by the Trustees, in which all participants may communicate simultaneously with all other participants.
51. Any Trustee may call a meeting of the Trustee Board, and the Secretary must call a meeting if requested to do so by a Trustee.
52. The Chair shall preside at every Trustee Board meeting at which he or she is present, but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting, then the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Trustees present may choose one of their number to chair the meeting.
53. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
54. No decision may be made by the Trustee Board unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to one third of the total number of serving Trustees at the time, whichever is the greater, or such larger number as may be decided from time to time by the Trustee Board. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
55. A Trustee must absent himself or herself from any discussions of the Trustee Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including, but not limited to, any personal financial interest).
56. The Trustee Board may act notwithstanding any vacancy in its body, but, if there are not enough Trustees to form a quorum the Trustee Board may act for the purpose of increasing the number of Trustees to the required number, or of summoning a general meeting of the Association, but for no other purpose.

DELEGATION OF DAY-TO-DAY MANAGEMENT

57. The Trustees may delegate the day-to-day management of the Association to a chief executive or other manager or managers in accordance with the following provisions:
- a) the delegated power shall be to manage the Association by implementing the policy and strategy adopted by, and within a budget approved by, the Trustees and, if applicable, to advise the Trustees in relation to such policy, strategy and budget;

- b) the Trustees shall provide each manager with a description of his or her role and the extent of his or her authority; and
- c) each manager shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts and other information sufficient to explain the financial position and activities of the Association.

DELEGATION TO COMMITTEES

- 58. The Trustee Board may delegate any of its powers and functions to committees consisting of such persons as it thinks fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Trustee Board and shall report all acts and proceedings to the Trustee Board fully and promptly.
- 59. The Trustee board may revoke or alter the terms of a delegation at any time.
- 60. A committee may elect a chair of its meetings and if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to chair the meeting.
- 61. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustee Board so far as applicable and not superseded by the terms of delegation or by regulations made by the Trustee Board under Article 77.

VALIDITY OF ACTS

- 62. All acts done by any meeting of the Trustee Board, or of a committee, shall be valid notwithstanding the participation in any vote of a person:
 - a) who was disqualified from holding office;
 - b) who had previously retired or vacated office; or
 - c) who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;if, without the vote of that person and without that person being counted in the quorum, the decision had been made by a majority of the members of the Trustee Board or committee at a quorate meeting.
- 63. Article 62 does not permit a Trustee or committee member to keep any benefit that may be conferred upon him or her by a resolution of the Trustee Board or committee if, but for Article 62, the resolution would have been void, or if the person has not complied with Article 55.

WRITTEN RESOLUTIONS

- 64. A resolution in writing, signed by a majority of the Trustees entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a Trustee Board meeting duly convened and held, and may consist of several documents in the same form each signed by one or more of the Trustees.

SECRETARY

- 65. Subject to the provisions of the Companies Acts, a Secretary may be appointed by the Trustee Board for such term at such remuneration and upon such conditions as the Trustee Board may think fit; and any Secretary so appointed may be removed by it.

MINUTES

- 66. The Trustee Board shall cause minutes to be made of :
 - a) all appointments of officers made by the Trustee Board;
 - b) the names of the Trustees present at each meeting of the Trustee Board and all committees it forms;
 - c) all resolutions and proceedings of the Association, the Trustee Board and all committees; and
 - d) where appropriate, the reasons for the decisions.

ACCOUNTS

- 67. The Trustee Board shall prepare, for each financial year, accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors, and adhere to the recommendations of applicable Statements of Recommended Practice. The accounts shall be subject to external scrutiny as required by the Charities Act 1993.
- 68. The Trustee Board shall keep accounting records as required by the Companies Acts.

ANNUAL REPORT AND ANNUAL RETURN AND REGISTER OF CHARITIES

69. The Trustee Board shall comply with its obligations under the Charities Act 1993 with regard to:

- a) the transmission of the statements of account to the Commission;
- b) the preparation of an Annual Report and its transmission to the Commission; and
- c) the preparation of an Annual Return and its transmission to the Commission.

COMMUNICATIONS BY AND TO THE ASSOCIATION

70. Any notice to be given to or by any person pursuant to these Articles must be in writing.

71. The Association may give any notice to a member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- c) by leaving it at the address of the member; or
- d) by giving it using electronic communications to the member's address.

72. A member who does not register an address with the Association, or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.

73. A member present in person, by authorised representative or by proxy at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

74. A notice shall be deemed given:

- a) 48 hours after the envelope containing it was posted; or
- b) in the case of an electronic communication, 48 hours after it was sent, unless it is returned undelivered within that period.

INDEMNITY

75. The Association may indemnify any Trustee, Auditor, Independent Examiner or other officer of the Association against liability incurred by him or her in that capacity to the extent permitted by the Companies Acts.

BYLAWS AND REGULATIONS

76. The Association may, from time to time, make such bylaws, not inconsistent with these Articles or amounting to such an addition thereto or alteration thereof as could only legally be made by special resolution, as it may deem necessary or expedient for the proper conduct and management of the affairs of the Association.

77. The Trustee Board may, from time to time, make such reasonable and proper regulations, not inconsistent with these Articles or any bylaws made under Article 76, as it may deem necessary or expedient for the proper conduct and management of the affairs of the Association.

78. The Association has the power to alter, add to or repeal any regulations made by the Trustee Board under Article 77.

79. The bylaws and regulations shall be binding on all members of the Association.