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PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

of

THE JAPAN SOCIETY

Incorporated on 15 May 1997

Adopted by special resolution passed on 11 September 2024

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1. **DEFINITIONS AND INTERPRETATION**

In these Articles:

- 1.1 **"2006 Act"** means the Companies Act 2006;
- 1.2 **"Acts"** means the 2006 Act and all statutes and subordinate legislation made thereunder for the time being in force concerning companies and affecting the Company;
- 1.3 **"Annual Report"** means the annual report required under section 162 of the Charities Act 2011;
- 1.4 **"Annual Return"** means the annual report required under section 168 of the Charities Act 2011;
- 1.5 **"the Board"** means the Board of Trustees of the Company;
- 1.6 **"Central Register of Charities"** means the Register of Charities maintained by the Commission;
- 1.7 **"Chief Executive"** means the Chief Executive referred to in Article 19;
- 1.8 **"clear days"** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 1.9 **"the Commission"** means the Charity Commission for England and Wales;
- 1.10 **"the Company"** means the above named Company with registered company number 03371038 and registered charity number 1063952;
- 1.11 **"Observer"** means any individual who is appointed an Observer pursuant to Article 11 and, accordingly, having the rights set out in Article 11.7;
- 1.12 **"the Office"** means the registered office of the Company;
- 1.13 **"Officer"** means each of the Officers referred to in Article 11.4;
- 1.14 **"Ordinary Trustee"** means the Ordinary Trustees referred to in Article 11.1.3;

- 1.15 "**qualifying person**" means an individual who is a member of the Company, a person authorised under section 323 of the 2006 Act, or authorised or appointed pursuant to these articles to act as the representative of a corporation in relation to a meeting or a person appointed as proxy of a member in relation to the meeting;
- 1.16 "**the seal**" means the common seal of the Company;
- 1.17 "**Secretary**" means any person appointed to perform the duties of the secretary of the Company;
- 1.18 "**Statement of Recommended Practice**" means The Charities Statement of Recommended Practice as published by the Commission from time to time;
- 1.19 "**Trustee**" means a trustee for the time being of the Company who shall also be a director of the Company;
- 1.20 "**the United Kingdom**" means Great Britain and Northern Ireland;
- 1.21 "**in writing**" means in hard copy form or, to the extent permitted by the Acts, in any other form;
- 1.22 a member is "**present**" at a meeting if the member (being an individual) attends in person or if the member (being a corporation) attends by its duly authorised representative, who attends in person, or if the member attends by their duly appointed proxy, who attends in person;
- 1.23 unless the context otherwise requires:
- 1.23.1 words or expressions to which a particular meaning is given by the Act or the 2006 Act, in each case as in force when the Articles are adopted, shall have the same meaning in the Articles; and
- 1.23.2 words and expressions to which a particular meaning is given by both the Act and the 2006 Act, in each case as in force when the Articles are adopted, shall have the meaning given by the 2006 Act,
- except where the word or expression is otherwise defined in the Articles;
- 1.24 references to any statutory provision or statute includes all modifications thereto and all re-enactments thereof (with or without modification) and all subordinate legislation made hereunder, in each case for the time being in force. This Article does not affect the interpretation of Article 1.23; and
- 1.25 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

## 2. **OBJECTS**

- 2.1 The Company's objects are to:
- 2.1.1 promote the study of Japan, including its culture and its people, within the United Kingdom and beyond;

- 2.1.2 promote the study of the United Kingdom, including its culture and its people, within Japan and beyond;
- 2.1.3 ensure that such study as set out in Articles 2.1.1 and 2.1.2 above is more accessible to the general public; and
- 2.1.4 strengthen the connections and understanding between the people of the United Kingdom and Japan in every way possible.

### 3. **POWERS**

- 3.1 The Company has the power to do anything which is considered or required to further its object(s) or is conducive or incidental to doing so.

### 4. **MEMBERSHIP AND SUBSCRIPTIONS**

- 4.1 The members of the Company shall be such person or persons as shall be admitted as members by the Board (or by such person or committee to whom the Board has duly delegated such power or by way of such process as has been authorised by the Board) in accordance with the following provisions of this Article.
- 4.2 Each applicant shall provide such information as the Company may reasonably require. An application for membership may be approved or rejected by the Board (or person or committee to whom the Board has duly delegated such power).
- 4.3 The Board may (a) create particular categories of membership; (b) specify the rights of and name for any category of membership and (c) terminate or change the rights of any category of membership in its absolute discretion. The Board may fix from time to time the fees and subscriptions payable by any category of member.
- 4.4 The Board may by a two-thirds majority of Trustees present and voting expel a member of the Company if it considers it to be in the Company's interest to do so. Any such member of the Company shall be given not less than one month's notice of the intention to propose such expulsion and the grounds therefor and shall be invited to make written representations to the Board. The Board shall have regard to any such representation received by the Company prior to the date of the relevant meeting of the Board in reaching its decision.
- 4.5 Any member of the Company may retire as a member **provided that** they shall remain liable for the relevant proportion of their subscription for the then current year (calculated to the date of retirement) and for any arrears of subscriptions.

### 5. **GENERAL MEETINGS**

- 5.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All meetings other than Annual General Meetings shall be called general meetings.

5.2 The Board may, whenever it thinks fit, convene a general meeting and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Acts (save that the minimum number of requisitionists shall be the lower of 25 and the number required by the Acts). If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

## 6. NOTICE OF GENERAL MEETINGS

6.1 All general meetings shall be called by at least 14 clear days' notice in writing unless otherwise provided for by the Acts.

6.2 The notice shall specify the place, the day and the hour of meeting, the general nature of the business to be transacted at the meeting and, in the case of a special resolution, the text of the resolution and the intention to propose the resolution as such. The notice shall be given, in the manner set out in Article 24 or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company **provided that** a general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent. of the total voting rights at that meeting of all the members.

6.3 The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act.

6.4 The accidental omission to give notice of a general 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 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In addition, any member of the Company may raise any matter relating to the affairs of the Company **provided that** one week's prior notice of such matter is given to the Chief Executive.

7.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be ten qualifying persons present and entitled to vote at the meeting or, in the case of any meeting convened to consider an amendment to the Articles or a resolution for the winding-up of the Company, 25 qualifying persons present and entitled to vote at the meeting.

7.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other

case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.

- 7.4 The Chair, if any, of the Board shall chair every general meeting of the Company (and, whenever there are Joint Chairs of the Board, general meetings shall be chaired by them alternately). If there is no such Chair, or if they shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the other Joint Chair (if any), if present and willing to act, shall chair the meeting, failing which the Trustees present shall elect one of their number to chair the meeting.
- 7.5 If at any meeting no Trustee is willing to act as chair or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
- 7.6 A Trustee shall, notwithstanding that they are not a member of the Company, be entitled to attend and speak at any general meeting.
- 7.7 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, 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The quorum at an adjourned meeting shall be ten qualifying persons present and entitled to vote at the meeting, regardless of the nature of the business to be conducted at the meeting.
- 7.8 At any general meeting a resolution put to the vote of the meeting 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:
- 7.8.1 by the chair of the meeting; or
- 7.8.2 by at least 5 members present and having the right to vote on the resolution;
- 7.8.3 by any member or members present representing not less than ten per cent. of the total voting rights of all the members having the right to vote on the resolution.
- 7.9 Unless a poll is so demanded, a declaration by the chair of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company 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.
- 7.10 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.

- 7.11 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.
- 7.12 A poll demanded on the election of a chair of the meeting, 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, 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.
- 7.13 Subject to the provisions of the Acts, a resolution in writing agreed by a simple majority or, in the case of a special resolution, by a majority of not less than 75 per cent., of the members who would have been entitled to vote on the resolution on the circulation date of the resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each agreed to by one or more members.

## **8. VOTES OF MEMBERS**

- 8.1 A member shall not be entitled to vote at any general meeting if the rights attached to their category of membership so provide or if any money presently payable by them to the Company has not been paid.
- 8.2 Subject to Article 8.1, every member shall, unless the rights of a category of membership as determined by the Board under Article 4.3 state otherwise, have one vote both on a show of hands and on a poll.
- 8.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 8.4 Votes may be given on a poll or on a show of hands either personally (or in the case of an organisation which is a member, by its representative) or by proxy. A proxy must be a member or, in the case of a member which is an organisation, its representative.
- 8.5 A member may appoint a proxy to exercise all or any of their rights to attend, speak and vote at a meeting. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing.
- 8.6 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy thereof 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 forty-eight hours before the time appointed 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 not less than twenty-four hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.



8.7 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity, or other incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, **provided that** no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office or other place as aforesaid before the commencement of the meeting or adjourned meeting at which the proxy is used.

8.8 Any instrument appointing a proxy shall be in such form as the Board may approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## 9. **ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any organisation (which shall include any company, corporation, foundation, professional body, partnership or other organisation of any kind) which is a member of the Company may, by any method permitted by that organisation, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual member of the Company.

## 10. **PRESIDENT AND HONORARY VICE-PRESIDENT**

10.1 The Japanese Ambassador to the Court of St. James shall ex officio be President of the Company. On retiring as President, they shall ipso facto become an Honorary Vice-President of the Company.

10.2 A Chair of the Board, on vacating that office, shall ipso facto become an Honorary Vice-President of the Company. In addition, the Board may in its discretion elect other persons as Honorary Vice-Presidents. Any Honorary Vice-President, if otherwise qualified to act, may be appointed as an Officer or Ordinary Trustee in accordance with Articles 10.2 and 12.

## 11. **COMPOSITION OF THE BOARD**

11.1 The Board shall consist of:

11.1.1 a Chair (or Joint Chair), appointed in accordance with Article 12;

11.1.2 any Vice-Chair or Deputy Chair, appointed in accordance with Article 11.2; and

11.1.3 Ordinary Trustees, appointed in accordance with Article 12.

11.2 The Board may appoint one or more Trustees as Vice-Chair or Deputy Chair on such terms as it may determine. Any person so appointed shall act as a Vice-Chair or Deputy Chair (as applicable) for a period of one year or for such other period as the Board may determine, but shall be eligible for re-appointment by the Board as a Vice-Chair or Deputy Chair (as applicable) at the end of such term.

11.3 Such persons who hold the role of each of: (i) the Minister Plenipotentiary at the Embassy of Japan; and (ii) Minister (or Counsellor) in Charge of Public Diplomacy,

from time to time, shall, if they wish to be so appointed, be appointed by the Board ex officio as an Observer.

11.4 The Board may appoint as Officers, such person or persons into the roles of Honorary Treasurer, Honorary Solicitor and Honorary Editor, with such roles and on such terms as the Board may determine. Any person so appointed:

11.4.1 shall act as an Officer for a period of three years, but shall be eligible for re-appointment by the Board as an Officer; and

11.4.2 shall, by virtue of such appointment, be appointed as an Observer for so long as they are an Officer (unless otherwise appointed as an Ordinary Trustee under Article 11.5).

11.5 A person so appointed as Honorary Solicitor or Honorary Editor may also be appointed as an Ordinary Trustee under Article 12 and the Honorary Treasurer shall be appointed as an Ordinary Trustee under Article 12 unless the Board resolves not to do so. Notwithstanding the provisions of Articles 12.4 and 12.7, the Honorary Treasurer shall be permitted to serve in that role for a period not to exceed nine years.

11.6 The Board may appoint Observers in addition to the Observers appointed by virtue of paragraphs 11.3 and 11.4 above.

11.7 An Observer shall be entitled to receive notice of all meetings of the Board and shall have the right to attend and speak at meetings of the Board (or any committee of the Board to which they may also be appointed) on any matter under consideration. Observers shall not hold voting rights and shall not be entitled to vote at, and their presence shall not counted towards the quorum for, any meeting of the Board.

## **12. APPOINTMENT AND RETIREMENT OF CHAIR AND ORDINARY TRUSTEES**

12.1 The number of Trustees shall be no more than fifteen at any time. The number of Ordinary Trustees shall be no fewer than four at any time.

12.2 Subject to the Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Chair (or Joint Chair) or an Ordinary Trustee, either to fill a vacancy or as an addition to the Board, but the total number of Trustees may not exceed any maximum number fixed in accordance with the Articles.

12.3 No person shall be eligible for appointment or re-appointment as a Chair (or Joint Chair) or Ordinary Trustee at an Annual General Meeting unless, not later than 14 days before the date of the Annual General Meeting at which such person's election or re-election is to be proposed, the Secretary has received a written nomination of that person signed by two members of the Company, together with a written confirmation from the person so nominated of their willingness to stand for election or re-election.

12.4 Each Trustee appointed to the Board shall serve a term of three years from the date of their appointment. At the end of such period the Board may appoint them to act for a second term (such period to be in compliance with Article 12.7) provided that they shall retire at the Annual General Meeting immediately after the third anniversary of their appointment, unless reappointed during that meeting.

- 12.5 Subject to Article 12.7, an Ordinary Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed. If such person is not reappointed, they may retain office until the meeting appoints someone in their place or, if it does not do so, until the end of the meeting.
- 12.6 The Board may appoint a person who is willing to act as an Ordinary Trustee, either to fill a vacancy or as an addition to the Board, but the total number of Ordinary Trustees may not exceed any maximum number fixed in accordance with the Articles. An Ordinary Trustee appointed in this way may hold office only until the dissolution of the next Annual General Meeting after their appointment unless they are reappointed during that meeting.
- 12.7 No person shall hold office as a Trustee for any consecutive period greater than six years provided that:
- 12.7.1 any such person shall be eligible for re-appointment as a Trustee on or after the expiry of the period of one year following the end of the consecutive six-year period; and
- 12.7.2 where a serving Trustee is appointed as Chair (or Joint Chair), their prior service as a Trustee shall be disregarded for the purpose of calculating their maximum period of office as Chair (or Joint Chairmen) for the purposes of this Article 12.7; and
- 12.7.3 such restriction shall not apply to an Officer who is or has been appointed as a Trustee with respect to any period where such person holds a role as an Officer.

### 13. **BORROWING POWERS**

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### 14. **POWERS AND DUTIES OF THE BOARD**

- 14.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Acts or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 14.2 The Board shall approve the Company's annual budget.
- 14.3 In the exercise of the aforesaid powers and in the management of the business of the Company the Trustees shall always be mindful that they are charity trustees within the definition of Section 177 of the Charities Act 2011 as the persons having the general control and management of the administration of a charity.

- 14.4 The Board shall cause minutes to be made of:
- 14.4.1 all appointments of Officers;
  - 14.4.2 all resignations and removals of Officers;
  - 14.4.3 all appointments of Observers;
  - 14.4.4 all resignations and removals of Observers;
  - 14.4.5 the names of the Trustees present and Observers in attendance at each meeting of the Board; and
  - 14.4.6 all resolutions and proceedings at all meetings of the Company and of the Board.

## 15. **DISQUALIFICATION OF TRUSTEES**

- 15.1 The office of Trustee shall be vacated:
- 15.1.1 if the Trustee:
    - (a) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
    - (b) ceases to be a Trustee by virtue of any provision in the 2006 Act or is disqualified from acting as a Trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions); or
    - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; or
    - (d) resigns their office by written notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - 15.1.2 if the Board resolves (whether on a show of hands or in writing), by a 90 per cent. majority of the total number of Trustees (excluding the relevant Trustee), that they shall vacate office.

## 16. **DECLARATION OF TRUSTEE'S INTERESTS**

- 16.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they may have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

## 17. **CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES**

- 17.1 A Trustee shall not vote in respect of any contract in which they are interested or any matter arising out of it, and, if they do so vote, such vote shall not be counted.

- 17.2 Subject to the Acts, the Board may authorise on such terms as it thinks fit any matter proposed or declared to it which would, if not so authorised, involve a breach of duty to avoid conflicts of interest by a Trustee under section 175 of the 2006 Act, **provided always that** any Trustee to which the relevant conflict of interest relates shall not vote or participate in the granting of any such authorisation.
- 17.3 A Trustee may for the purposes of section 175 of the 2006 Act be a member of the Company or hold office as a director, or hold any other office or employment, or partnership with a body corporate that is a member of the Company.
- 17.4 A Trustee shall be under no duty to the Company with respect to any information which they obtain or has obtained otherwise than as a Trustee and in respect of which they have a duty of confidentiality to another person. In particular, a Trustee shall not be in breach of the general duties owed to the Company by virtue of sections 171 to 177 of the 2006 Act because such Trustee fails to disclose any such information to the Board, or to any Trustee or Officer or employee of the Company, or to use or apply such information in performing their duties as a Trustee.
- 17.5 Any declaration by a Trustee required by this Article 15 may be made at a meeting of the Board or by notice in writing in accordance with the Acts.

## 18. **PROCEEDINGS OF THE BOARD**

- 18.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit **provided that** the Board shall meet at least four times per year. 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. A Trustee may, and the Secretary on the request of a Trustee shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting in writing or to any Trustee for the time being absent from the United Kingdom.
- 18.2 The quorum necessary for the transaction of the business of the Board shall be one-third of the number of Trustees or, if their number is not three or a multiple of three, the number nearest to but not less than one-third.
- 18.3 The Board may act notwithstanding any vacancy in its body.
- 18.4 The Chair (or one of the Joint Chairs) shall chair all the meetings of the Board (and, whenever there are Joint Chairs, meetings of the Board shall be chaired by them alternately). If at any meetings such a person is not present within five minutes after the time appointed for holding the same, the other Joint Chair (if any), if present and willing to act, or, failing that, one of the Vice-Chairs (or Deputy Chairs), if present and willing to act shall chair the meeting, failing which the Trustees present may choose one of their number to chair the meeting.
- 18.5 The Board may delegate any of its powers 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 Board and shall report all acts and proceedings to the Board fully and promptly.

- 18.6 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair of the committee shall have a second or casting vote.
- 18.7 All acts done by any meeting of the Board or of a committee, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as Trustee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
- 18.8 A resolution in writing, signed by all the Trustees entitled to receive notice of Board meetings, shall be as valid and effectual as if it had been passed at a Board meeting or committee duly convened and held, and may consist of several documents in like form each signed by one or more Trustees.
- 18.9 The Board may participate in a meeting or a committee of the Board through the medium of conference telephone, video teleconference or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Acts, all business transacted in this way by the Board is for the purposes of the Articles deemed to be validly and effectively transacted at a meeting or a committee of the Board although fewer than one-third of the Trustees are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

19. **CHIEF EXECUTIVE**

- 19.1 The Board shall appoint a Chief Executive. Such person shall not be a Trustee but shall attend all meetings of the Board and such meetings of committees as the Board may require. The Board shall approve the Terms of Reference of the Chief Executive.
- 19.2 The Chief Executive shall be responsible for the administration of the Company's affairs within the policy and guidelines laid down by the Board as communicated by the Chair (or either or both of the Joint Chairs (or, in their absence, one of the Vice-Chairs or the Deputy Chairs), and shall carry out such other duties as the Board may decide). The Chief Executive shall also be responsible for issuing notices and agendas of meetings which they are required to attend and preparing minutes of such meetings.

20. **SECRETARY**

- 20.1 The Board may appoint a Secretary.
- 20.2 If a Secretary is so appointed, a provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

21. **THE SEAL**

The Board shall provide for the safe custody of the seal, if any, which shall be used only by the authority of the Board or of a committee authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary, if any, or by a second Trustee or by some other person appointed by the Board for the purpose.

22. **ACCOUNTS**

22.1 The Board must prepare for each financial year accounts as required by the Acts. The accounts must be prepared to 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.

22.2 The Trustees must keep accounting records as required by the Acts.

23. **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

23.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

23.1.1 transmission of a copy of the statements of account to the Commission;

23.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

23.1.3 preparation of an Annual Return and its transmission to the Commission.

23.2 The Board shall notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

24. **NOTICES**

24.1 Save where these Articles expressly require otherwise, any notice to be sent or supplied to or by any person pursuant to the Articles may be sent or supplied in accordance with the 2006 Act (whether authorised or required to be sent or supplied by the Acts or otherwise) in hard copy form, electronic form or by means of a website.

24.2 Notice of every general meeting shall be given in any manner authorised by the 2006 Act and these Articles to:

24.2.1 every member;

24.2.2 the auditor for the time being of the Company;

24.2.3 every Observer;

24.2.4 every Trustee;

24.2.5 the President; and

24.2.6 each Honorary Vice-President.

No other person shall be entitled to receive notice of general meetings.

24.3 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

24.4 A notice may be deemed to be delivered in accordance with section 1147 of the 2006 Act.

## 25. **INDEMNITY**

25.1 Subject to the provisions of the Acts every Trustee or other Officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or in defending themselves in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority.

25.2 In the execution of their duties and the exercise of their rights in relation to the affairs of the Company (and without prejudice to any indemnity to which they may otherwise be entitled) every Trustee shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by them and arising by reason of any improper investment made by or for the Company in good faith (so long as they shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by them in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by them or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable. This clause shall only have effect insofar as it is not avoided by any provision of the 2006 Act.

## 26. **DISSOLUTION**

If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liability any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4, such institution or institutions to be determined by the Board at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.