

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE

(as amended by special resolution of the Company passed on 9<sup>th</sup> December 2014)

**Preliminary**

1. The relevant model Articles for a company limited by guarantee are hereby expressly excluded.

**Interpretation**

2. In these Articles:-

“the Foundation” means the MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE.

“the Board of Trustees” means the board of directors of the Foundation or any of the directors acting as the board of directors of the Foundation.

“the Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) and includes any enactment passed after those Acts which may, by virtue of that or any other such enactment, be cited together with those Acts as the “Companies Acts” (with or without the addition of an indication of the date of any such enactment) insofar as they apply to the Foundation.

“the Articles” means the Articles of the Foundation.

“the Charity Commission” means the Charity Commission of England and Wales.

“the members” has the meaning given to it in Article 19.

“clear days” in relation to the period of a notice means that 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.

“electronic form” has the meaning given to it in section 1168 of the Act.

“executed” includes any mode of execution.

“memorandum” means the Foundation’s memorandum of association.

“the Objects” has the meaning given to it in Article **Error! Reference source not found.**

“office” means the registered office of the Foundation.

“Secretary” means the secretary of the Foundation or any other person appointed to perform the duties of the secretary of the Foundation, including a joint, assistant or deputy Secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

“Trustee” means a director of the Foundation and “the Trustees” means the directors or any of them acting as the Board of Trustees.

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

References to a document or information being sent, supplied or given to or by a person mean such document or information, or a copy of such document or information, being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these Articles, and sending, supplying and giving shall be construed accordingly.

References to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and written shall be construed accordingly.

3. In Article 85 ‘connected person’ means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or

- (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
  - (e) a body corporate in which –
    - (i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
    - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.
    - (iii) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.
4. “Article” shall refer to any article of these Articles of Association.
5. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

### **Liability of Members**

6. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Foundation in the event of it being wound up while he is a member or within one year after he ceases to be a member (i) for the payment of the debts and liabilities of the Foundation contracted before the time he ceases to be a member; (ii) for the costs, charges expenses of winding up the same; and (iii) for the adjustment of the rights of the contributories among themselves.

### **Objects**

7. The Objects of the Charity are for the public benefit:
- (a) to promote the treatment and relief of physical, mental and emotional illness, disorder or disability suffered by any person as a result of that person, or a member of his or her family, having undergone, in any part of the world, physical or psychological torture or ill treatment including by supporting and compiling medical evidence;
  - (b) to provide relief for persons who have, or members of their families have, undergone, in any part of the world, physical or psychological torture or ill treatment and who are in conditions of need, sickness, hardship or distress;
  - (c) to promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations Conventions and Declarations) throughout the world with the focus on the use of torture or cruel, inhuman or degrading treatment or punishment. This object will be achieved through casework, advocacy and outreach, by all or any of the following means:
    - (i) monitoring abuses of human rights;

- (ii) obtaining redress for the victims of human rights of abuse, including providing legal advice, medico-legal reports, legal representation and other assistance;
- (iii) relieving need among the victims of human rights abuse;
- (iv) research into human rights issues;
- (v) educating the public about human rights;
- (vi) educating and training legal, medical and other professionals who provide assistance to people who have undergone physical or physiological torture or ill treatment;
- (vii) providing technical advice to government and others on human rights matters, especially those pertaining to the use of torture;
- (viii) contributing to the sound administration of human rights law;
- (ix) commenting on proposed human rights legislation;
- (x) raising awareness of human rights issues;
- (xi) promoting public support for human rights;
- (xii) providing respect for human rights amongst individuals and corporations;
- (xiii) international advocacy of human rights; and
- (xiv) eliminating infringements of human rights.

## **Powers**

8. In furtherance of the Objects but not further or otherwise the Foundation shall have the following powers:

- (a) to advance the education of health care professionals and others with relevant skills in the incidence, varieties and methods of treatment of these effects;
- (b) to make financial grants in furtherance of the Objects of the Foundation;
- (c) to co-operate and collaborate with voluntary bodies and statutory authorities operating in similar fields and to exchange information and advice;
- (d) to engage in political activity provided that the Trustees are satisfied that the proposed activities will further the purposes of the Foundation to an extent justified by the resources committed and the activity is not the dominant means by which the Foundation carries out its Objects;
- (e) to provide or procure the provision of medico-legal reports for asylum applicants;
- (f) to release books, pamphlets, reports, leaflets, journals, films, recordings, digital media, tapes and instructional matter whether in hard copy, electronic form or otherwise and to organise lectures, broadcasts, webcasts and courses of instruction which may be distributed in any way;
- (g) to provide or procure the provision of training in furtherance of the said Objects or any of them;
- (h) to purchase or otherwise acquire or found and to carry on schools and training centres;

- (i) to provide or procure the provision of counselling and guidance in furtherance of the said Objects or any of them;
- (j) to purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate and to maintain, repair and improve the same as may be necessary for any of the purposes of the Foundation;
- (k) subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Foundation with a view to the promotion of its Objects;
- (l) subject to such consents as may be required by law to borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (m) to raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation and otherwise, provided that the Foundation shall not undertake any permanent trading activities in raising funds for its charitable Objects;
- (n) to carry on trade insofar as the trade is exercised in the course of the actual carrying out of a primary object of the Foundation, the trade is temporary and ancillary to the carrying out of the Objects aforesaid or the trade is for a non-primary purpose but does not involve significant risk to the resources of the Foundation and to incorporate any wholly owned company to carry on any such trade;
- (o) to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the Objects of the Foundation and on such reasonable terms and at such reasonable remuneration as the Board of Trustees may think fit;
- (p) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (q) to establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its Objects;
- (r) to undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation and may be necessary to its Objects;
- (s) to invest the moneys of the Foundation not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit;
- (t) to:

- (i) receive loans (whether or not at interest) from any person or company;
- (ii) lend money and give credit to any person or company;
- (iii) take security for any such loans or credit; and
- (iv) guarantee and become or give security for loans or credit or the performance of contracts by any person or company,

as may be necessary for the work of the Foundation;

- (u) to draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the Objects of the Foundation;
- (v) to establish promote or assist charitable companies with objects similar to those of the Foundation for the acquisition of the property or liabilities of the Foundation or to carry on any authorised activity of the Foundation or for any other charitable purpose calculated to benefit the Foundation in the furtherance of its Objects;
- (w) to amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Foundation for the purposes of better effectuating the charitable purposes;
- (x) to purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Foundation may co-operate or federate;
- (y) to pay out of the funds of the Foundation the costs of forming and registering the Foundation; and
- (z) to do all such other lawful things as shall further the attainment of the above Objects or any of them.

#### **Application of income and property**

9. The income and property of the Foundation from whatever source derived, shall be applied solely towards the promotion of its Objects as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Foundation (and no member of its Board of Trustees shall be appointed to any office of the Foundation said by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Foundation (not being a member of its Board of Trustees) for any services rendered to the Foundation;
- (b) of interest on money lent by any member of the Foundation (or of its Board of Trustees) at a reasonable and proper rate;
- (c) of any reasonable and proper rent for premises demised or let by any member of the Foundation (or of its Board of Trustees);
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of the company;
- (e) to any member of its Board of Trustees of reasonable and proper out-of-pocket expenses; and
- (f) to any member of its Board of Trustees being a solicitor, accountant or person engaged in any other profession of all usual professional or other charges for work done by him or his firm when instructed so to act in that capacity on behalf of the Foundation by his fellow Trustees.

#### **Conflicts of interests and conflicts of loyalties**

10. For the purposes of section 175 of the Companies Act 2006, the Trustees may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a Trustee under that section, including, without limitation, any matter which relates to a situation in which a Trustee has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Foundation. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Trustee in question or any other interested Trustee;
- (b) the conflicted Trustee is not permitted to vote on the matter and the matter was agreed to without their voting; and
- (c) the unconflicted Trustees consider it is in the interests of the Foundation to authorise the conflict of interest.

11. The Trustees may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The Trustees may vary or terminate any such authorisation at any time.

12. For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty, a conflict of loyalty and a conflict of duties, and interest includes both direct and indirect interests.

13. Provided that a conflicted Trustee has disclosed to the unconflicted Trustees the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 Act apply, in which case no disclosure is required) such Trustee, notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Foundation or in which the Foundation is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Foundation (otherwise than as an auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not Trustee; and
- (c) may be a Trustee or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Foundation is (directly or indirectly) interested as shareholder or otherwise.

14. A Trustee shall not, by reason of his office, be accountable to the Foundation for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the Trustees pursuant to Article 10 (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of Article 13,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act.

15. Any disclosure required by Article 13 may be made at a meeting of the Trustees, by notice in writing or by general notice or otherwise in accordance with section 177 of the 2006 Act.

16. A Trustee shall be under no duty to the Foundation with respect to any information which he obtains or has obtained otherwise than as a Trustee of the Foundation and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the Trustees pursuant to Article 10. In particular, the Trustee shall not be in breach of the general duties he owes to the Foundation by virtue of sections 171 to 177 of the 2006 Act because he fails:

- (a) to disclose any such information to the Trustees or to any Trustee or other officer or employee of the Foundation; and/or
- (b) to use or apply any such information in performing his duties as a Trustee of the Foundation.



17. Where the existence of a Trustee's relationship with another person has been approved by the Trustees pursuant to Article 10 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Trustee shall not be in breach of the general duties he owes to the Foundation by virtue of sections 171 to 177 of the 2006 Act because he:

- (a) absents himself from meetings of the Trustees at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Foundation and/or for such documents and information to be received and read by a professional adviser,

for so long as he or she reasonably believes such conflict of interest or possible conflict of interest subsists.

18. The provisions of Articles 16 and 17 are without prejudice to any equitable principle or rule of law which may excuse the Trustee from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these Articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 17, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles.

## **Members**

19. For as long as their name(s) are entered in the register of members, the subscribers to the memorandum of the Foundation and such other persons as are admitted to membership in accordance with these Articles shall be members of the Foundation ("the members"). Subject to Article 21, every person who wishes to become a member shall deliver to the Foundation an application for membership in such form as the Board of Trustees require executed by him.

20. The Board of Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing. The Board of Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.

21. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Board of Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing

to the Foundation without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

22. The Board of Trustees may admit to honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act. The Board of Trustees may not bestow upon any honorary member the right to vote on any matter.

23. The Board of Trustees must keep a register of names and addresses of the members.

24. Subject to Article 21, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-

- (a) on the expiry of at least seven clear days' notice given by him to the Foundation of his intention to withdraw unless after such withdrawal there would be less than two members;
- (b) if any subscription or other sum payable by the member to the Foundation is not paid on the due date and remains unpaid seven days after notice has been served on the member by the Foundation informing him that he will be removed from membership if it is not paid. The Board of Trustees may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Foundation may determine;
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
- (d) if, at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Foundation any subscription or other sum owed by him.

25. The Board of Trustees may in its discretion levy subscriptions on all members of the Foundation at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

## **Patron**

26. The Board of Trustees may appoint and remove any person as a patron of the Foundation and on such terms as they shall think fit.

27. A patron shall have the right to attend and speak (but not vote) at any general meeting of the Foundation and to be given notice thereof as if a member and shall also have the right to receive accounts of the Foundation when available to members.

## **General meetings**

28. An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

29. The Board of Trustees may call a general meeting at any time and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene any 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 of the Foundation may call a general meeting.

## **Notice of general meetings**

30. An annual general meeting and a general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least fourteen clear days' notice.

31. All other general meetings shall be called by at least fourteen clear days' notice.

32. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

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

34. The notice shall be given to all the members and any patron and to the Trustees and auditors.

35. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Foundation.

## **Proceedings at general meetings**

36. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly

authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum.

37. If such a quorum is not present within half an hour from the time appointed for the meeting or 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, giving at least seven days' notice of the reconvened meeting stating the date, time and place of that meeting, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

38. The chairman, if any, of the Board of Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, 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.

39. 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 in person or by proxy and entitled to vote shall chose one of their number to be chairman.

40. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

41. 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the 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, otherwise it shall not be necessary to give any such notice.

42. 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 provision of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting:

and a demand by a person as proxy for a member shall be the same as a demand by the member.

43. 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 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.

44. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

45. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

46. 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.

47. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

48. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

49. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

### **Written resolutions**

50. 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%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

51. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

52. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

53. 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.

54. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.

55. No member shall be entitled to vote at any general meeting either in person or by proxy unless all monies presently payable by him to the Foundation have been paid.

56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

57. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

58. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE  
I/We,  
of  
being a member/members of the above named company hereby appoint

of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/  
general meeting of the company to be held on  
20 , and at any adjournment thereof.

Signed on 20 .”

59. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE

I/We,  
of  
being a member/members of the above named company,  
hereby appoint  
of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/  
general meeting of the company to be held on  
20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against  
\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20 .”

60. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

- (a) be sent in electronic form to such address (if any) for the time being specified by or on behalf of the Foundation for that purpose, or, in default of such specification, to the office; or
- (b) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Foundation in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

61. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Foundation at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

62. A proxy appointment shall be deemed to entitle the proxy to exercise all or any of the appointing member's rights to attend and to speak and vote at a meeting of the Foundation. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

### **Trustees**

63. A Trustee must be a natural person aged 16 years or older.

64. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 78.

65. The minimum number of Trustees shall be three but unless otherwise determined by ordinary resolution there shall be no maximum.

### **Powers of Trustees**

66. Subject to the provisions of the Act, the Articles and any directions given by a special resolution, the business of the Foundation shall be managed by the Board of Trustees who may exercise all the powers of the Foundation. No alteration of the Articles or any special resolution passed by the members and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made, the special resolution had not been passed or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board of Trustees by these Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.



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

### **Delegation of Trustees' powers**

68. The Board of Trustees may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Board of Trustees may determine provided that the committee shall nonetheless have power to co-opt up to one quarter more members.

(a) The resolution making that delegation shall specify the financial limits within which any committee shall function.

(b) The deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board of Trustees and for that purpose every committee shall appoint a secretary.

69. All delegations under Article 68 or 71 shall be revocable at any time.

70. The Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.

71. For the avoidance of doubt the Board of Trustees may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

72. Notwithstanding any other provision of these Articles no resolution of any committee as aforesaid which relates to the expenditure of funds shall be passed unless at least one Trustee is present and the Trustee so present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the committee as a whole.

73. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees.

### **Appointment and retirement of Trustees**

74. No person shall hold the office of Trustee unless they are also a member of the Foundation.

75. The Board of Trustees have the power to appoint any person who is a member of the Foundation and is willing to act to be a Trustee, either to fill a vacancy or as an addition to the existing Trustees, subject to any maximum for the time being in force

and any Trustee so appointed shall hold office until he is removed in accordance with Article 76 or under Article 78.

76. Subject to Article 77, Trustees shall retire from office at the close of business of the annual general meeting of the Foundation first held after the third anniversary of the date of appointment of the Trustee in question, unless at such annual general meeting, the members re-elect such Trustee for another term of three years. At the close of business of the third annual general meeting after any such re-election, such Trustee shall retire from office unless the members re-elect the Trustee for a further term of three years. A Trustee who has been re-elected twice shall retire from office at the expiry of their third term of office and shall not be available for re-election at the annual general meeting following that expiry.

77. The Board of Trustees have the power to exempt up to two Trustees from time to time from serving a maximum of three three year terms, as set out in article 76, if they consider it to be in the best interests of the Foundation.

### **Disqualification and removal of Trustees**

78. The office of a Trustee shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- (c) he ceases to be a member of the Foundation; or
- (d) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (e) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- (f) he resigns his office by notice to the Foundation (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
- (g) at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the Trustee's office be vacated. Such a resolution shall not be passed unless the Trustee has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees.

## **Proceedings of Trustees**

79. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Board of Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic form to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.

80. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

81. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

82. The quorum for the transaction of the business of the Board of Trustees shall be three or one third of the Trustees whichever shall be the greater or such larger number as may be decided, from time to time, by the Trustees.

83. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as a quorum the Trustees may act only for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Foundation but for no other purpose.

84. The Trustees may appoint one of their number to be the chairman of the Board of Trustees and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board 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, the Trustees present may appoint one of their number to be chairman of the meeting.

85. All acts done by a meeting of the Board of Trustees, or of a committee of Trustees, or by a person acting as a Trustee 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, if without the vote of the Trustee and the Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting. This Article does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees, if, but for this Article, the resolution would have been void, or if the Trustee has not declared his interest pursuant to section 177 or 182 of the Act.

## **Trustees' Written Resolutions**

86. A resolution in writing agreed to by all the Trustees entitled to vote at a meeting of the Trustees or of a committee of the Trustees (not being less than the number of Trustees required to form a quorum) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held. For this purpose:

- (a) a Trustee signifies his agreement to a proposed written resolution when the Foundation receives from him a document indicating his agreement to the resolution authenticated in the manner permitted by the Companies Acts for a document in the relevant form; and
- (b) the Trustee may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the Foundation for that purpose, or in default of such specification to the office.

## **Secretary**

87. Subject to the provisions of the Act and of these Articles, the Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **Regulations**

88. The Board of Trustees shall have power from time to time to make repeal or alter regulations as to the management of the Foundation and the affairs thereof as to the duties of any officers or servants of the Foundation and as to the conduct of business by the Board of Trustees or any committee and as to any of the matters or things within the powers or under the control of the Board of Trustees provided that the same shall not be inconsistent with these Articles.

## **Minutes**

89. The Trustees shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Foundation and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Foundation, be sufficient evidence of the proceedings.

## **Accounts**

90. The Trustees must prepare for each financial year accounts as required by the Act and the Charities Act 2011. The accounts must be prepared to present a full 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 Foundation may in a general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Foundation may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours. The Trustees must keep accounting records as required by the Act and the Charities Act 2011.

## **Notices**

91. Any notice to be given to or by any person pursuant to the Articles shall be in writing or in electronic form except that a notice calling a meeting of the Trustees need not be in writing.

92. The Foundation may give any notice to a member either personally or 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 giving it in electronic form to the member's address or by placing the notice on a website and providing the person with notification in writing of the presence of the notice on the website, the notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting. A member whose registered address is not within the United Kingdom and who gives to the Foundation 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 Foundation.

93. A member present, either in person or by proxy, at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

94. Proof that a document or information sent in hard copy form was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was sent. A document or information sent by the Foundation to a member by post shall be deemed to have been received:

- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the document or information was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United

Kingdom), on the third day following that on which the document or information was posted;

- (c) in any other case, on the second day following that on which the document or information was posted.

95. Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied. A document or information sent or supplied by the Foundation to a member by electronic means shall be deemed to have been received by the member on the day following that on which the document or information was sent to the member. Such document or information shall be deemed received by the member on that day notwithstanding that the Foundation becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Foundation subsequently sends a hard copy of such document or information by post to the member.

96. A document or information sent or supplied by the Foundation to a member by means of a website shall be deemed to have been received by the member:

- (a) when the document or information was first made available on the website; or
- (b) if later, when the member is deemed by article 94 or 95 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the Foundation becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the company subsequently sends a hard copy of such document or information by post to the member.

### **Indemnity**

97. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor, or former Trustee, other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### **Winding-up**

98. If upon the winding-up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Foundation, and which shall prohibit the distribution of its or

their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Article 9 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Trustees shall resolve upon.

### **Disputes**

99. If a dispute arises between members of the Foundation about the validity or propriety of anything done by the members of the Foundation under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

END

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF

MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE

(as amended by special resolution of the Company passed on 9<sup>th</sup> December 2014)

**Preliminary**

1. The relevant model Articles for a company limited by guarantee are hereby expressly excluded.

**Interpretation**

2. In these Articles:-

“the Foundation” means the MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE.

“the Board of Trustees” means the board of directors of the Foundation or any of the directors acting as the board of directors of the Foundation.

“the Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) and includes any enactment passed after those Acts which may, by virtue of that or any other such enactment, be cited together with those Acts as the “Companies Acts” (with or without the addition of an indication of the date of any such enactment) insofar as they apply to the Foundation.

“the Articles” means the Articles of the Foundation.

“the Charity Commission” means the Charity Commission of England and Wales.

“the members” has the meaning given to it in Article 19.

“clear days” in relation to the period of a notice means that 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.



“electronic form” has the meaning given to it in section 1168 of the Act.

“executed” includes any mode of execution.

“memorandum” means the Foundation’s memorandum of association.

“the Objects” has the meaning given to it in Article **Error! Reference source not found.**

“office” means the registered office of the Foundation.

“Secretary” means the secretary of the Foundation or any other person appointed to perform the duties of the secretary of the Foundation, including a joint, assistant or deputy Secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

“Trustee” means a director of the Foundation and “the Trustees” means the directors or any of them acting as the Board of Trustees.

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

References to a document or information being sent, supplied or given to or by a person mean such document or information, or a copy of such document or information, being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these Articles, and sending, supplying and giving shall be construed accordingly.

References to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and written shall be construed accordingly.

3. In Article 85 ‘connected person’ means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or

- (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
  - (e) a body corporate in which –
    - (i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
    - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.
    - (iii) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.
4. “Article” shall refer to any article of these Articles of Association.
5. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

### **Liability of Members**

6. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Foundation in the event of it being wound up while he is a member or within one year after he ceases to be a member (i) for the payment of the debts and liabilities of the Foundation contracted before the time he ceases to be a member; (ii) for the costs, charges expenses of winding up the same; and (iii) for the adjustment of the rights of the contributories among themselves.

### **Objects**

7. The Objects of the Charity are for the public benefit:
- (a) to promote the treatment and relief of physical, mental and emotional illness, disorder or disability suffered by any person as a result of that person, or a member of his or her family, having undergone, in any part of the world, physical or psychological torture or ill treatment including by supporting and compiling medical evidence;
  - (b) to provide relief for persons who have, or members of their families have, undergone, in any part of the world, physical or psychological torture or ill treatment and who are in conditions of need, sickness, hardship or distress;
  - (c) to promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations Conventions and Declarations) throughout the world with the focus on the use of torture or cruel, inhuman or degrading treatment or punishment. This object will be achieved through casework, advocacy and outreach, by all or any of the following means:
    - (i) monitoring abuses of human rights;

- (ii) obtaining redress for the victims of human rights of abuse, including providing legal advice, medico-legal reports, legal representation and other assistance;
- (iii) relieving need among the victims of human rights abuse;
- (iv) research into human rights issues;
- (v) educating the public about human rights;
- (vi) educating and training legal, medical and other professionals who provide assistance to people who have undergone physical or physiological torture or ill treatment;
- (vii) providing technical advice to government and others on human rights matters, especially those pertaining to the use of torture;
- (viii) contributing to the sound administration of human rights law;
- (ix) commenting on proposed human rights legislation;
- (x) raising awareness of human rights issues;
- (xi) promoting public support for human rights;
- (xii) providing respect for human rights amongst individuals and corporations;
- (xiii) international advocacy of human rights; and
- (xiv) eliminating infringements of human rights.

## **Powers**

8. In furtherance of the Objects but not further or otherwise the Foundation shall have the following powers:

- (a) to advance the education of health care professionals and others with relevant skills in the incidence, varieties and methods of treatment of these effects;
- (b) to make financial grants in furtherance of the Objects of the Foundation;
- (c) to co-operate and collaborate with voluntary bodies and statutory authorities operating in similar fields and to exchange information and advice;
- (d) to engage in political activity provided that the Trustees are satisfied that the proposed activities will further the purposes of the Foundation to an extent justified by the resources committed and the activity is not the dominant means by which the Foundation carries out its Objects;
- (e) to provide or procure the provision of medico-legal reports for asylum applicants;
- (f) to release books, pamphlets, reports, leaflets, journals, films, recordings, digital media, tapes and instructional matter whether in hard copy, electronic form or otherwise and to organise lectures, broadcasts, webcasts and courses of instruction which may be distributed in any way;
- (g) to provide or procure the provision of training in furtherance of the said Objects or any of them;
- (h) to purchase or otherwise acquire or found and to carry on schools and training centres;

- (i) to provide or procure the provision of counselling and guidance in furtherance of the said Objects or any of them;
- (j) to purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate and to maintain, repair and improve the same as may be necessary for any of the purposes of the Foundation;
- (k) subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Foundation with a view to the promotion of its Objects;
- (l) subject to such consents as may be required by law to borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (m) to raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation and otherwise, provided that the Foundation shall not undertake any permanent trading activities in raising funds for its charitable Objects;
- (n) to carry on trade insofar as the trade is exercised in the course of the actual carrying out of a primary object of the Foundation, the trade is temporary and ancillary to the carrying out of the Objects aforesaid or the trade is for a non-primary purpose but does not involve significant risk to the resources of the Foundation and to incorporate any wholly owned company to carry on any such trade;
- (o) to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the Objects of the Foundation and on such reasonable terms and at such reasonable remuneration as the Board of Trustees may think fit;
- (p) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (q) to establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its Objects;
- (r) to undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation and may be necessary to its Objects;
- (s) to invest the moneys of the Foundation not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit;
- (t) to:

- (i) receive loans (whether or not at interest) from any person or company;
- (ii) lend money and give credit to any person or company;
- (iii) take security for any such loans or credit; and
- (iv) guarantee and become or give security for loans or credit or the performance of contracts by any person or company,

as may be necessary for the work of the Foundation;

- (u) to draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the Objects of the Foundation;
- (v) to establish promote or assist charitable companies with objects similar to those of the Foundation for the acquisition of the property or liabilities of the Foundation or to carry on any authorised activity of the Foundation or for any other charitable purpose calculated to benefit the Foundation in the furtherance of its Objects;
- (w) to amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Foundation for the purposes of better effectuating the charitable purposes;
- (x) to purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Foundation may co-operate or federate;
- (y) to pay out of the funds of the Foundation the costs of forming and registering the Foundation; and
- (z) to do all such other lawful things as shall further the attainment of the above Objects or any of them.

#### **Application of income and property**

9. The income and property of the Foundation from whatever source derived, shall be applied solely towards the promotion of its Objects as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Foundation (and no member of its Board of Trustees shall be appointed to any office of the Foundation said by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Foundation (not being a member of its Board of Trustees) for any services rendered to the Foundation;
- (b) of interest on money lent by any member of the Foundation (or of its Board of Trustees) at a reasonable and proper rate;
- (c) of any reasonable and proper rent for premises demised or let by any member of the Foundation (or of its Board of Trustees);
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of the company;
- (e) to any member of its Board of Trustees of reasonable and proper out-of-pocket expenses; and
- (f) to any member of its Board of Trustees being a solicitor, accountant or person engaged in any other profession of all usual professional or other charges for work done by him or his firm when instructed so to act in that capacity on behalf of the Foundation by his fellow Trustees.

#### **Conflicts of interests and conflicts of loyalties**

10. For the purposes of section 175 of the Companies Act 2006, the Trustees may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a Trustee under that section, including, without limitation, any matter which relates to a situation in which a Trustee has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Foundation. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Trustee in question or any other interested Trustee;
- (b) the conflicted Trustee is not permitted to vote on the matter and the matter was agreed to without their voting; and
- (c) the unconflicted Trustees consider it is in the interests of the Foundation to authorise the conflict of interest.

11. The Trustees may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The Trustees may vary or terminate any such authorisation at any time.

12. For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty, a conflict of loyalty and a conflict of duties, and interest includes both direct and indirect interests.

13. Provided that a conflicted Trustee has disclosed to the unconflicted Trustees the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 Act apply, in which case no disclosure is required) such Trustee, notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Foundation or in which the Foundation is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Foundation (otherwise than as an auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not Trustee; and
- (c) may be a Trustee or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Foundation is (directly or indirectly) interested as shareholder or otherwise.

14. A Trustee shall not, by reason of his office, be accountable to the Foundation for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the Trustees pursuant to Article 10 (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of Article 13,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act.

15. Any disclosure required by Article 13 may be made at a meeting of the Trustees, by notice in writing or by general notice or otherwise in accordance with section 177 of the 2006 Act.

16. A Trustee shall be under no duty to the Foundation with respect to any information which he obtains or has obtained otherwise than as a Trustee of the Foundation and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the Trustees pursuant to Article 10. In particular, the Trustee shall not be in breach of the general duties he owes to the Foundation by virtue of sections 171 to 177 of the 2006 Act because he fails:

- (a) to disclose any such information to the Trustees or to any Trustee or other officer or employee of the Foundation; and/or
- (b) to use or apply any such information in performing his duties as a Trustee of the Foundation.

17. Where the existence of a Trustee's relationship with another person has been approved by the Trustees pursuant to Article 10 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Trustee shall not be in breach of the general duties he owes to the Foundation by virtue of sections 171 to 177 of the 2006 Act because he:

- (a) absents himself from meetings of the Trustees at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Foundation and/or for such documents and information to be received and read by a professional adviser,

for so long as he or she reasonably believes such conflict of interest or possible conflict of interest subsists.

18. The provisions of Articles 16 and 17 are without prejudice to any equitable principle or rule of law which may excuse the Trustee from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these Articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 17, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles.

## **Members**

19. For as long as their name(s) are entered in the register of members, the subscribers to the memorandum of the Foundation and such other persons as are admitted to membership in accordance with these Articles shall be members of the Foundation ("the members"). Subject to Article 21, every person who wishes to become a member shall deliver to the Foundation an application for membership in such form as the Board of Trustees require executed by him.

20. The Board of Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing. The Board of Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.

21. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Board of Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing



to the Foundation without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

22. The Board of Trustees may admit to honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act. The Board of Trustees may not bestow upon any honorary member the right to vote on any matter.

23. The Board of Trustees must keep a register of names and addresses of the members.

24. Subject to Article 21, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-

- (a) on the expiry of at least seven clear days' notice given by him to the Foundation of his intention to withdraw unless after such withdrawal there would be less than two members;
- (b) if any subscription or other sum payable by the member to the Foundation is not paid on the due date and remains unpaid seven days after notice has been served on the member by the Foundation informing him that he will be removed from membership if it is not paid. The Board of Trustees may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Foundation may determine;
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
- (d) if, at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Foundation any subscription or other sum owed by him.

25. The Board of Trustees may in its discretion levy subscriptions on all members of the Foundation at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

## **Patron**

26. The Board of Trustees may appoint and remove any person as a patron of the Foundation and on such terms as they shall think fit.

27. A patron shall have the right to attend and speak (but not vote) at any general meeting of the Foundation and to be given notice thereof as if a member and shall also have the right to receive accounts of the Foundation when available to members.

## **General meetings**

28. An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

29. The Board of Trustees may call a general meeting at any time and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene any 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 of the Foundation may call a general meeting.

## **Notice of general meetings**

30. An annual general meeting and a general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least fourteen clear days' notice.

31. All other general meetings shall be called by at least fourteen clear days' notice.

32. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

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

34. The notice shall be given to all the members and any patron and to the Trustees and auditors.

35. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Foundation.

## **Proceedings at general meetings**

36. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly

authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum.

37. If such a quorum is not present within half an hour from the time appointed for the meeting or 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, giving at least seven days' notice of the reconvened meeting stating the date, time and place of that meeting, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

38. The chairman, if any, of the Board of Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, 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.

39. 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 in person or by proxy and entitled to vote shall chose one of their number to be chairman.

40. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

41. 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the 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, otherwise it shall not be necessary to give any such notice.

42. 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 provision of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting:

and a demand by a person as proxy for a member shall be the same as a demand by the member.

43. 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 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.

44. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

45. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

46. 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.

47. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

48. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

49. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

### **Written resolutions**

50. 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%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

51. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

52. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

53. 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.

54. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.

55. No member shall be entitled to vote at any general meeting either in person or by proxy unless all monies presently payable by him to the Foundation have been paid.

56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

57. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

58. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE  
I/We,  
of  
being a member/members of the above named company hereby appoint

of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/  
general meeting of the company to be held on  
20 , and at any adjournment thereof.

Signed on 20 .”

59. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“MEDICAL FOUNDATION FOR THE CARE OF VICTIMS OF TORTURE

I/We,  
of  
being a member/members of the above named company,  
hereby appoint  
of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/  
general meeting of the company to be held on  
20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against  
\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20 .”

60. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

- (a) be sent in electronic form to such address (if any) for the time being specified by or on behalf of the Foundation for that purpose, or, in default of such specification, to the office; or
- (b) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Foundation in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

61. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Foundation at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

62. A proxy appointment shall be deemed to entitle the proxy to exercise all or any of the appointing member's rights to attend and to speak and vote at a meeting of the Foundation. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

### **Trustees**

63. A Trustee must be a natural person aged 16 years or older.

64. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 78.

65. The minimum number of Trustees shall be three but unless otherwise determined by ordinary resolution there shall be no maximum.

### **Powers of Trustees**

66. Subject to the provisions of the Act, the Articles and any directions given by a special resolution, the business of the Foundation shall be managed by the Board of Trustees who may exercise all the powers of the Foundation. No alteration of the Articles or any special resolution passed by the members and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made, the special resolution had not been passed or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board of Trustees by these Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.

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

### **Delegation of Trustees' powers**

68. The Board of Trustees may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Board of Trustees may determine provided that the committee shall nonetheless have power to co-opt up to one quarter more members.

(a) The resolution making that delegation shall specify the financial limits within which any committee shall function.

(b) The deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board of Trustees and for that purpose every committee shall appoint a secretary.

69. All delegations under Article 68 or 71 shall be revocable at any time.

70. The Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.

71. For the avoidance of doubt the Board of Trustees may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

72. Notwithstanding any other provision of these Articles no resolution of any committee as aforesaid which relates to the expenditure of funds shall be passed unless at least one Trustee is present and the Trustee so present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the committee as a whole.

73. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees.

### **Appointment and retirement of Trustees**

74. No person shall hold the office of Trustee unless they are also a member of the Foundation.

75. The Board of Trustees have the power to appoint any person who is a member of the Foundation and is willing to act to be a Trustee, either to fill a vacancy or as an addition to the existing Trustees, subject to any maximum for the time being in force



and any Trustee so appointed shall hold office until he is removed in accordance with Article 76 or under Article 78.

76. Subject to Article 77, Trustees shall retire from office at the close of business of the annual general meeting of the Foundation first held after the third anniversary of the date of appointment of the Trustee in question, unless at such annual general meeting, the members re-elect such Trustee for another term of three years. At the close of business of the third annual general meeting after any such re-election, such Trustee shall retire from office unless the members re-elect the Trustee for a further term of three years. A Trustee who has been re-elected twice shall retire from office at the expiry of their third term of office and shall not be available for re-election at the annual general meeting following that expiry.

77. The Board of Trustees have the power to exempt up to two Trustees from time to time from serving a maximum of three three year terms, as set out in article 76, if they consider it to be in the best interests of the Foundation.

### **Disqualification and removal of Trustees**

78. The office of a Trustee shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- (c) he ceases to be a member of the Foundation; or
- (d) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (e) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- (f) he resigns his office by notice to the Foundation (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
- (g) at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the Trustee's office be vacated. Such a resolution shall not be passed unless the Trustee has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees.

## **Proceedings of Trustees**

79. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Board of Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic form to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.

80. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

81. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

82. The quorum for the transaction of the business of the Board of Trustees shall be three or one third of the Trustees whichever shall be the greater or such larger number as may be decided, from time to time, by the Trustees.

83. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as a quorum the Trustees may act only for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Foundation but for no other purpose.

84. The Trustees may appoint one of their number to be the chairman of the Board of Trustees and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board 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, the Trustees present may appoint one of their number to be chairman of the meeting.

85. All acts done by a meeting of the Board of Trustees, or of a committee of Trustees, or by a person acting as a Trustee 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, if without the vote of the Trustee and the Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting. This Article does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees, if, but for this Article, the resolution would have been void, or if the Trustee has not declared his interest pursuant to section 177 or 182 of the Act.

## **Trustees' Written Resolutions**

86. A resolution in writing agreed to by all the Trustees entitled to vote at a meeting of the Trustees or of a committee of the Trustees (not being less than the number of Trustees required to form a quorum) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held. For this purpose:

- (a) a Trustee signifies his agreement to a proposed written resolution when the Foundation receives from him a document indicating his agreement to the resolution authenticated in the manner permitted by the Companies Acts for a document in the relevant form; and
- (b) the Trustee may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the Foundation for that purpose, or in default of such specification to the office.

## **Secretary**

87. Subject to the provisions of the Act and of these Articles, the Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **Regulations**

88. The Board of Trustees shall have power from time to time to make repeal or alter regulations as to the management of the Foundation and the affairs thereof as to the duties of any officers or servants of the Foundation and as to the conduct of business by the Board of Trustees or any committee and as to any of the matters or things within the powers or under the control of the Board of Trustees provided that the same shall not be inconsistent with these Articles.

## **Minutes**

89. The Trustees shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Foundation and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Foundation, be sufficient evidence of the proceedings.

## **Accounts**

90. The Trustees must prepare for each financial year accounts as required by the Act and the Charities Act 2011. The accounts must be prepared to present a full 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 Foundation may in a general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Foundation may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours. The Trustees must keep accounting records as required by the Act and the Charities Act 2011.

## **Notices**

91. Any notice to be given to or by any person pursuant to the Articles shall be in writing or in electronic form except that a notice calling a meeting of the Trustees need not be in writing.

92. The Foundation may give any notice to a member either personally or 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 giving it in electronic form to the member's address or by placing the notice on a website and providing the person with notification in writing of the presence of the notice on the website, the notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting. A member whose registered address is not within the United Kingdom and who gives to the Foundation 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 Foundation.

93. A member present, either in person or by proxy, at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

94. Proof that a document or information sent in hard copy form was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was sent. A document or information sent by the Foundation to a member by post shall be deemed to have been received:

- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the document or information was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United

Kingdom), on the third day following that on which the document or information was posted;

- (c) in any other case, on the second day following that on which the document or information was posted.

95. Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied. A document or information sent or supplied by the Foundation to a member by electronic means shall be deemed to have been received by the member on the day following that on which the document or information was sent to the member. Such document or information shall be deemed received by the member on that day notwithstanding that the Foundation becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Foundation subsequently sends a hard copy of such document or information by post to the member.

96. A document or information sent or supplied by the Foundation to a member by means of a website shall be deemed to have been received by the member:

- (a) when the document or information was first made available on the website; or
- (b) if later, when the member is deemed by article 94 or 95 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the Foundation becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the company subsequently sends a hard copy of such document or information by post to the member.

### **Indemnity**

97. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor, or former Trustee, other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### **Winding-up**

98. If upon the winding-up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Foundation, and which shall prohibit the distribution of its or

their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Article 9 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Trustees shall resolve upon.

### **Disputes**

99. If a dispute arises between members of the Foundation about the validity or propriety of anything done by the members of the Foundation under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

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