

**The Cochrane Collaboration**

Chief Executive Officer

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Companies House
Crown Way
Cardiff
CF14 3UZ

2 December 2013

Dear Sir/Madam

Cochrane Innovations Limited – Company number 7674064
The Cochrane Collaboration – Company number 3044323

Please find enclosed two written and signed resolutions for the above companies:

- (a) The Cochrane Collaboration: amendment to Memorandum and Articles of Association.
- (b) Cochrane Innovations: new Articles of Association.

I would be grateful if you could send acknowledgement of this letter once you have filed these amendments.

Yours faithfully,

A handwritten signature in black ink, appearing to read "M. G. Wilson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mark Wilson
Chief Executive Officer
The Cochrane Collaboration

Encs./

Company No: 3044323

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

WRITTEN RESOLUTIONS

THE COCHRANE COLLABORATION ("Company")

Passed on 30 October 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Resolutions below were passed as Special Resolutions.

SPECIAL RESOLUTION

1. That the members of The Cochrane Collaboration adopt the proposed changes to the organisation's Memorandum & Articles of Association approved by the UK's Charity Commission, allowing the organisation to remunerate its Co-Chairs where necessary for work conducted on behalf of the Collaboration.
2. That the members of The Cochrane Collaboration adopt the additional proposed changes to the organisation's Memorandum & Articles of Association in order to bring them into line with recent UK charity and company law.

Allen.

.....
Director/Secretary

Claire Allen

Subject: Charity Commission decision

From: Operations Taunton <OperationsTaunton@charitycommission.gsi.gov.uk>

Date: Tuesday, 17 September 2013 11:26

To: Mark Wilson <mwilson@cochrane.org>

Subject: 20130917 - Section 198 prior consent to amend articles to permit the remuneration of two trustees as chair and co-chair - to Mark Wilson CC:01530981

Our Ref: KJ/C-366216-CZP9/1045921/OPS-T

Your Ref: N/a

Date: 17/9/2013

Dear Mr Wilson

RE: THE COCHRANE COLLABORATION : 1045921

Thank you for your email of 12 September to my colleague Richard Black (who dealt with this matter in my absence).

This email can be taken as the Charity Commission's prior written consent, under section 198 of the Charities Act 2011, for the proposed changes to clauses 3, 48 and 49 in the articles of association attached to this email.

Once the changes have been adopted, please forward the appropriate confirmatory documentation by following the guidance in paragraph B15 in our Operational Guidance [OG 518 Alterations to Governing Documents: Charitable Companies](#) that can be found on our website (www.charitycommission.gov.uk).

I hope that this is of assistance to you.

Yours sincerely

Kevin Jarrett

Operations Caseworker

Operations Team – Taunton

Tel: 01823 345092

To email us: Please do so [here](#) using the '[on-line](#)' facility **at the bottom of this page** on our website (www.charitycommission.gov.uk).

Charity Commission Direct

PO Box 1227

Liverpool

L69 3UG

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Company No: 3044323

THE COMPANIES ACTS 1985 TO 2006

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

ARTICLES OF ASSOCIATION

-of-

THE COCHRANE COLLABORATION

(Adopted by special resolution dated 30 October 2013)

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THE COMPANIES ACTS 1985 TO 2006

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

ARTICLES OF ASSOCIATION

of

THE COCHRANE COLLABORATION

(adopted by special resolution dated

2013)

1. INTERPRETATION

1.1 In these articles:

"the Charity"	means the company intended to be regulated by these articles;
"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"the articles"	means these Articles of Association of the Charity;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"executed"	includes any mode of execution;
"office"	means the registered office of the Charity; "the seal" means the common seal of the Charity if it has one;
"secretary"	means the secretary of the Charity (if it has one) or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
"entity"	means a part of the Charity with a role and remit covering specific aspects of the Objects of the Charity which is also a member of the Charity;
"the Steering Group"	means the Board of directors and the Board of trustees of the Charity (and "Member of the Steering Group" has a corresponding meaning);
"the United Kingdom"	means Great Britain and Northern Ireland; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible

form by any method or combination of methods, whether or not sent or supplied in electronic form.

- 1.2 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. **OBJECTS AND POWERS**

- 2.1 The Charity's objects ("**the Objects**") are the protection and preservation of public health through the preparation, maintenance and promotion of the accessibility of systematic reviews of the effects of health care, for the public benefit.

- 2.2 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

2.2.1 to draw, make, accept, endorse, discount, execute and issue promissory notices, bills, cheques and other instruments, and to operate bank, building society or other accounts in the name of the Charity;

2.2.2 to raise funds and to invite and receive contributions by way of donation, sponsorship, grant, loan, subscription or otherwise: provided that in raising funds the Charity shall not undertake any permanent trading activities and shall conform to any relevant statutory regulations;

2.2.3 (subject to such consents as may be required by law), to borrow any moneys required for the purposes of the Charity upon such terms and such securities as may be determined;

2.2.4 to acquire, alter, improve, construct and repair buildings on, and (subject to such consents as may be required by law) to charge, lease, exchange, license or otherwise dispose of property;

2.2.5 to apply for, purchase or otherwise acquire any intellectual property rights, licences or know-how which may seem capable of being used for any of the purposes of the Charity or the acquisition of which may seem calculated directly or indirectly to benefit the Charity; and to use, exercise, develop, license or otherwise turn to account the property, rights or information so acquired;

2.2.6 to invest the moneys of the Charity not immediately required for its purposes in such manner as may be thought fit, and to permit any investments to be held in the name of a nominee for the Charity, and to pay any such nominee reasonable and proper remuneration for acting as such;

2.2.7 to employ such staff, who (subject to Article 3 below) shall not be Members of the Steering Group, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;

2.2.8 to pay out of the funds of the Charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Steering

Group (or any individual Member of the Steering Group) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity: provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Steering Group (or any individual Member of the Steering Group);

- 2.2.9 to establish or support directly or indirectly any charitable trusts, associations, corporations, universities or other institutions formed or operated in whole or in part for all or any of the Objects;
- 2.2.10 to co-operate with other charities, voluntary bodies, National Health Service Trusts, universities and health and other statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 2.2.11 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation of the Charity;
- 2.2.12 to do all such other lawful things as are necessary for the achievement of the Objects or conducive or incidental to doing so.

3. RESTRICTIONS ON PAYMENTS

3.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Member of the Steering Group shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payments in good faith by the Charity:

- 3.1.1 of reasonable and proper remuneration to the Chair or Co-Chair of the Charity for their services to the Charity provided that:
 - (a) no more than two Co-Chairs can be so remunerated at any time;
 - (b) a Member of the Steering Group appointed or proposed to be appointed as a Chair or Co-Chair shall withdraw from any meeting at which his or her appointment or remuneration or the remuneration arrangements for the Chair or Co-Chairs generally are under discussion;
 - (c) the maximum amount of remuneration which a Chair or Co-Chair may receive in any financial year of the Charity shall not exceed any limit for the time being in force pursuant to any resolution of the Steering Group or the Charity;
 - (d) the maximum amount of remuneration which a Chair or Co-Chair may receive, when taken together with any payment of out-of-pocket expenses under Articles 3.1.8 or 47 shall not exceed:

- (i) the amount which could be regarded as reasonable payment for the work undertaken by him or her for the Charity; or
 - (ii) if lower, where the Chair or Co-Chair is employed by a third party, the amount of earnings lost by him or her as a result of the work undertaken by him or her for the Charity;
- 3.1.2 of the usual professional charges for business done by any Member of the Steering Group who is a solicitor, accountant, medical practitioner, research scientist or other person engaged in a profession, or by any partner of hers or his, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the Members of the Steering Group benefit under this provision and that a Member of the Steering Group shall withdraw from any meeting at which his or her appointment or remuneration, or that of her or his partner, is under discussion;
- 3.1.3 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Member of the Steering Group;
- 3.1.4 of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 2.2.8;
- 3.1.5 of interest on money lent by any member of the Charity or Member of the Steering Group at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Steering Group;
- 3.1.6 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Steering Group may also be a member holding not more than 1/100th part of the issued capital of that company;
- 3.1.7 of reasonable and proper rent for premises demised or let by any member of the Company or Member of the Steering Group;
- 3.1.8 to any Member of the Steering Group of reasonable out-of-pocket expenses. In the context of attendance at meetings of the Steering Group, committees of the Steering Group and general meetings of the Charity the expression "out-of-pocket expenses" may at the discretion of the Steering Group include not only travel and hotel expenses, but also payments up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Steering Group forfeit through attendance at such meetings.

4. MEMBERS

- 4.1 The subscribers to the memorandum and such other organisations as are admitted to membership in accordance with the rules made under Article 70 shall be members of the Charity. No organisation shall be admitted a member of the Charity as a formal entity without the approval of the Steering Group.
- 4.2 Unless the Steering Group or the Charity in general meeting shall make other provision under Article 70, the Steering Group may in their absolute discretion

permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

5. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such times and places as the Steering Group shall appoint.
6. The Steering Group may call general meetings and, on the requisition of members of the Charity pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Members of the Steering Group to call a general meeting, any Member of the Steering Group or any entity of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 7.1 in the case of an annual general meeting, by all the entities of the Charity entitled to attend and vote; and
 - 7.2 in the case of any other meeting by a majority in number of entities of the Charity having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the entities.

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 shall be given to all entities of the Charity, to all Members of the Steering Group, and to the auditors.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any entity entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a duly authorised representative of, or proxy for, an entity of the Charity, or duly authorised representatives of, or proxies for, one-tenth of the total number of entities of the Charity for the time being, whichever is the greater, shall constitute a quorum.
10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Steering Group may determine.
11. The Chair, if any, of the Steering Group or in her or his absence some other Member of the Steering Group nominated by the Steering Group shall preside as Chair of the meeting, but if neither the Chair nor such other Member of the

Steering Group (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members of the Steering Group present shall elect one of their number to be Chair and, if there is only one Member of the Steering Group present and willing to act, he or she shall be Chair.

12. If no Member of the Steering Group is willing to act as Chair, or if no Member of the Steering Group is present within fifteen minutes after the time appointed for holding the meeting, the members of the Charity present and entitled to vote shall choose one of their number to be Chair.
13. A Member of the Steering Group shall, notwithstanding that she or he is not a representative of an entity, be entitled to attend and speak at any general meeting.
14. The Chair 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 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.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.
 - 15.1 by the Chair; or
 - 15.2 by at least two entities of the Charity having the right to vote at the meeting and present by a duly authorised representative or by proxy; or
 - 15.3 by an entity or more than one entity of the Charity present by a duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the entities of the Charity having the right to vote at the meeting.
16. Unless a poll is duly demanded a declaration by the Chair 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.
17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
18. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members of the Charity) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote she or he may have.

20. A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
21. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS OF THE CHARITY

22. Subject to Article 19, every entity of the Charity shall have one vote.
23. No entity of the Charity shall be entitled to vote at any general meeting unless all moneys then payable by it to the Charity have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair, whose decision shall be final and conclusive.
25. Votes may be given on a poll or a show of hands either personally or by proxy or by a duly authorised representative of an entity.
26. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor is an organisation, either under seal or under the hand of an officer or attorney duly authorised or shall be authenticated in such manner as the Steering Group shall determine. A proxy need not be a member of the Charity.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially-certified copy of that power or authority, shall be deposited at the office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) or sent in electronic form to an address specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
28. The Charity may require instruments appointing a proxy to be delivered in a particular form and may specify different forms for different purposes.
29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation shall have been received by the Charity at the office (or other address

specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. A vote given or poll demanded by the duly authorised representative of an entity 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 Charity at the office (or other address specified for that purpose in the notice convening the meeting) 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).
32. Any entity which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity. Subject to the Act, the Charity may require such evidence, and/or notice (not exceeding 14 days notice prior to the date of the meeting), of the appointment as it sees fit.

THE STEERING GROUP

33. The number of Members of the Steering Group shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. The Steering Group includes: the Chair or Co-Chairs, who shall not represent any specific entity; two members to represent Co-ordinating Editors of Cochrane Review Groups, one member to represent authors who have a complete Cochrane review published in The Cochrane Library; one member to represent Managing Editors, one member to represent Trials Search Co-ordinators; one member to represent Methods Groups; one member to represent Fields; two members to represent members of the Cochrane Consumer Network; and two members to represent Cochrane Centres, one of whom shall be a staff member other than a Centre Director and one of whom shall be a Centre Director.

POWERS OF THE STEERING GROUP

34. Subject to the provisions of the Act and the articles, and to any directions given by special resolution, the business of the Charity shall be managed by the Steering Group which may exercise all the powers of the Charity. No alteration of the articles and no such direction shall invalidate any prior act of the Steering Group which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Steering Group by the articles, and a meeting of the Steering Group at which a quorum is present may exercise all the powers exercisable by the Steering Group.
35. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Steering Group shall have the following powers, namely:
 - 35.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - 35.2 to enter into contracts on behalf of the Charity;

- 35.3 to exercise all the powers of the Charity to borrow money, and to mortgage or charge all or any part or parts of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party; and
- 35.4 to resolve pursuant to Article 2.2.8 to effect indemnity insurance, notwithstanding their interest in such a policy.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE STEERING GROUP

36. At the first annual general meeting all the Members of the Steering Group shall retire from office, and at every subsequent annual general meeting those Members of the Steering Group who are subject to retirement by rotation shall retire from office.
37. Subject to the provisions of the Act, the Members of the Steering Group to retire by rotation shall be those who have been in office for three years since their last appointment.
38. If the Charity at the meeting at which a Member of the Steering Group retires by rotation, does not fill the vacancy the retiring Member of the Steering Group shall, if willing and eligible to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Member of the Steering Group is put to the meeting and lost. A Member of the Steering Group shall not be eligible to be reappointed if she or he completed two consecutive terms of office within the three years before the date of the meeting.
39. No person other than a Member of the Steering Group retiring by rotation shall be appointed or reappointed a Member of the Steering Group at any general meeting unless:
- 39.1 he or she is recommended by the Steering Group; or
- 39.2 he or she is successful in an election held among the people they will represent, in which each relevant entity has one vote, and for which ties are settled by a vote within the Steering Group.
40. No person may be appointed as a Member of the Steering Group:
- 40.1 unless she or he has attained the age of 18 years; or
- 40.2 in circumstances such that, had he or she already been a Member of the Steering Group, she or he would have been disqualified from acting under the provisions of Article 46; or
- 40.3 if she or he completed two consecutive terms of office within the three years before the date of the meeting at which they would otherwise be appointed.
41. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Member of the Steering Group retiring by rotation at the meeting or the people elected to replace the Members who are retiring by rotation) who is recommended by the Steering Group for appointment or reappointment as a Member of the Steering Group at the meeting, or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or

reappointment as a Member of the Steering Group. The notice shall give the particulars of that person which would, if she or he were so appointed or reappointed, be required to be included in the Charity's register of Members of the Steering Group.

42. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Member of the Steering Group either to fill a vacancy or as an additional Member of the Steering Group and may also determine the rotation in which any additional Members of the Steering Group are to retire.
43. The Steering Group may appoint a person who is willing to act to be a Member of the Steering Group either to fill a vacancy or as an additional Member of the Steering Group provided that the appointment does not cause the number of Members of the Steering Group to exceed any number fixed by or in accordance with the articles as the maximum number of Members of the Steering Group. A Member of the Steering Group so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
44. Subject as aforesaid, a Member of the Steering Group who retires at an annual general meeting may, if willing and eligible to act, be reappointed.
45. The Charity may, in accordance with and subject to the provisions of the Act, by ordinary resolution of which special notice has been given, remove any Member of the Steering Group before the expiration of her or his period of office (notwithstanding anything in the articles or in any agreement between the Charity and such Member of the Steering Group).

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE STEERING GROUP

46. A Member of the Steering Group shall cease to hold office if he or she:
 - 46.1 ceases to be a Member of the Steering Group by virtue of any provision in the Act or is disqualified from acting as a Member of the Steering Group by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 46.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
 - 46.3 resigns his or her office by notice to the Charity (but only if at least two Members of the Steering Group will remain in office when the notice of resignation is to take effect); or
 - 46.4 is absent without the permission of the Steering Group from all their meetings held within a period of six months and the Steering Group resolves that her or his office be vacated.

EXPENSES OF THE MEMBERS OF THE STEERING GROUP

47. The Members of the Steering Group may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Steering Group or committees of the Steering Group or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration as Members of the Steering Group. In the context of attendance at meetings, the expenses to be paid to Members of the Steering Group may at the discretion of the Steering Group include payments

up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Steering Group forfeit through attendance at such meetings.

EXECUTIVE APPOINTMENTS OF THE MEMBERS OF THE STEERING GROUP

48. Subject to the provisions of the Act and to Article 3, the Steering Group may appoint one or more of their number to be Chair or Co-Chair of the Charity (who may be remunerated in accordance with Article 3.1.1) or to any unremunerated executive office under the Charity and may at any time remove her or him from that office. Any such appointment may, subject to the Act and Article 3, be made upon such terms as the Steering Group determines. Any appointment of a Member of the Steering Group to an executive office shall terminate if he or she ceases to be a Member of the Steering Group.
49. Except to the extent permitted by Article 3, no Member of the Steering Group shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Member of the Steering Group in any other contract to which the Charity is a party.

PROCEEDINGS OF THE STEERING GROUP

50. Subject to the provisions of the articles, the Steering Group may regulate its proceedings as it thinks fit. A Member of the Steering Group may, and the secretary at the request of a Member of the Steering Group shall, call a meeting of the Steering Group. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
51. The quorum for the transaction of the business of the Steering Group may be fixed by the Steering Group but shall not be less than one third of their number or two Members of the Steering Group, whichever is the greater.
52. The Steering Group may act notwithstanding any vacancies in the number of Members of the Steering Group, but, if the number is less than the number fixed as the quorum, the continuing Member or Members of the Steering Group may act only for the purpose of filling vacancies or of calling a general meeting.
53. Unless he or she is unwilling to do so, the Chair or Co-Chair appointed in accordance with Article 48 shall preside at every meeting of the Steering Group at which she or he is present for a period of two years from her or his appointment. But if there is no Member of the Steering Group holding that office, or if the Member of the Steering Group holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Members of the Steering Group present may appoint one of their number to be Chair of the meeting.
54. The Steering Group may appoint one or more sub-committees consisting of three or more Members of the Steering Group for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Group would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Group. Persons who are not Members of the Steering Group may be invited to participate in sub-committees in accordance with the role and remit of the relevant sub-committee as determined by the Steering Group.

55. All acts done by a meeting of the Steering Group, or of a committee of the Steering Group, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of the Steering Group or that any Member of the Steering Group was disqualified from holding office, or had vacated office, or was 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 Member of the Steering Group and had been entitled to vote.
56. A resolution in writing, signed by all the Members of the Steering Group entitled to receive notice of a meeting of the Steering Group or of a committee of the Steering Group, shall be as valid and effective as if it had been passed at a meeting of the Steering Group or (as the case may be) a committee of the Steering Group duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members of the Steering Group.
57. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Steering Group and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Members of the Steering Group or their duly appointed representatives.

SECRETARY

58. Subject to the provisions of the Act, the Steering Group may appoint a secretary who shall be appointed by the Steering Group for such term, at such remuneration (if not a Member of the Steering Group) and upon such conditions as the Steering Group may think fit; and any secretary so appointed may be removed by the Steering Group.

MINUTES

59. The Steering Group shall keep minutes in books kept for the purpose:
 - 59.1 of all appointments of officers made by the Steering Group; and
 - 59.2 of all proceedings at meetings of the Charity and of the Steering Group and of committees of the Steering Group including the names of the Members of the Steering Group present at each such meeting.

THE SEAL

60. The seal shall only be used by the authority of the Steering Group or of a committee of the Steering Group. The Steering Group may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Member of the Steering Group and by the secretary or by a second Member of the Steering Group.

ACCOUNTS

61. Accounts shall be prepared in accordance with the provisions of Part 15 of the Act.

ANNUAL REPORT

62. The Steering Group shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

63. The Steering Group shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

64. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Steering Group need not be in writing.
65. The Charity may give any notice to a member of the Charity either personally or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member of the Charity at his or her registered address or by leaving it at that address or by sending it by electronic mail to the address provided by the member. A member of the Charity whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to her or him shall be entitled to have notices given to him or her at that address: any such member who does not provide an address for service within the United Kingdom shall give to the charity a facsimile number or e-mail address to which notices shall be sent electronically but shall not otherwise be entitled to receive notices from the Charity.
66. A member of the Charity present in person or by a duly authorised representative or proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to an address within the United Kingdom. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to an address overseas. A notice shall be deemed to be given at the expiration of 48 hours after it was posted or (as the case may be) transmitted electronically.

INDEMNITY

68. Subject to the provisions of and so far as may be consistent with the Act, but without prejudice to any indemnity to which a Member of the Steering Group may be otherwise entitled, every Member of the Steering Group, auditor, secretary or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities arising from or by reason of any improper investment made in good faith (as long as the Steering Group shall have sought professional advice before making such investment), or arising from or by reason of the negligence or fraud of any other Member of the Steering Group or of any agent employed by the Charity in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or arising from or by reason of any mistake or omission made in good faith by any Member of the Steering Group, or arising from or by reason of any other matter or thing other than wilful and individual

fraud, wrong-doing or wrongful omission on the part of the Member of the Steering Group, auditor, secretary or other officer of the Charity.

69. Subject to the Act, the Charity may purchase and maintain for any Member of the Steering Group, auditor, secretary or other officer of the Charity insurance cover in accordance with Article 2.2.8 against any liability which by virtue of any rule of law may attach to her or him in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity, and against all costs, charges, losses, expenses and liabilities incurred by her or him and for which he or she is entitled to be indemnified by the Charity by virtue of Article 68.

70. **RULES**

- 70.1 the Steering Group may from time to time make such rules or by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership of the Charity; and in particular but without prejudice to the generality of the foregoing, the Steering Group may by such rules or by-laws regulate:

70.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions, licence fees and other fees or payments to be made by members;

70.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees;

70.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

70.1.4 the procedure at general meetings and meetings of the Steering Group and committees of the Steering Group insofar as such procedure is not regulated by the articles;

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

- 70.2 The Charity in general meeting shall have power to alter, add or to repeal the rules or by-laws and the Steering Group shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or by-laws, which shall be binding on all members of the Charity: provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

71. **LIMIT OF LIABILITY**

The liability of the members of the Charity is limited. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after she or he ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and

expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

72. DISTRIBUTION OF ASSETS ON WINDING-UP

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 3 above, chosen by the members of the Charity at or before the time of dissolution; and if that cannot be done then to some other charitable object.