ARTICLES OF ASSOCIATION

OF

THE TERRENCE HIGGINS TRUST

ADOPTED 11 DECEMBER 2025

Company number: 1778149

English Charity number: 288527

Scottish Charity number: SC039986

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE TERRENCE HIGGINS TRUST

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is The Terrence Higgins Trust called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3

Words	**Meanings**
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Month	calendar month;
Objects	the Object of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Seal	the common seal of the Charity, if any;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations, and the words “he”, “his” and “him” shall include the female equivalent.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

1.9 Nothing in these Articles shall authorise the application of funds for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

3.1 The object of the Charity is for the public benefit the promotion of better HIV, sexual and general health by education of the public, the provision of HIV and sexual health programmes and material, care and support services, clinical services, advice, information and advocacy.

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

Acquire and disposal of assets

4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity but in exercise of this power the Charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;

4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.5 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;

Employees and others

4.1.6 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.7 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Funding

4.1.8 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

4.1.9 to give or receive guarantees or indemnities;

4.1.10 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

4.1.11 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;

4.1.12 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

Activities

4.1.13 to promote or undertake study or research and disseminate the useful results of such research;

4.1.14 to produce, print and publish anything in and on any media;

4.1.15 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;

4.1.16 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;

4.1.17 to undertake the administration or management (whether as trustee, agent or in any other capacity) of any charitable trust;

4.1.18 to insure any risks arising from the Charity's activities;

4.1.19 to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability but only to the extent permitted by law;

Collaboration

4.1.20 to establish, support, cooperate, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations in furtherance of the Charity's Objects;

4.1.21 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;

4.1.22 to co-operate and enter into any arrangements with any governments, public authorities, medical or other professions or any other person, company or association;

Investment and social investment

4.1.23 to make social investments in pursuance of the Objects by any means;

4.1.24 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the **Managers**") the exercise of all or any of its powers of investment (an "**investment**" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

(a) the Managers are properly authorised to carry on investment business;

(b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;

(c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;

(d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and

(e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees.

5.2 No Trustee may 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 except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any goods or services supplied to the Charity;

Payments for services and goods connected to those services

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his capacity as a Trustee) and for goods that are supplied in connection with the provision of those services, PROVIDED THAT:-

(a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;

(b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;

(c) such Trustee shall not vote on any resolutions relating to his engagement by the Charity or a subsidiary (as defined in the Act) of the Charity;

(d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity; and

(e) the Trustees are satisfied it is in the best interests of the Charity for the services to be provided by that Trustee to the Charity or on behalf of the Charity for the remuneration or maximum remuneration agreed.

Payments for goods not supplied in connection with services

6.1.3 reasonable and proper payment for goods supplied by a Trustee that are not supplied in connection with services actually rendered to the Charity or a subsidiary of the Charity PROVIDED THAT:-

(a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the relevant Trustee and the Charity under which that Trustee is to supply the goods to or on behalf of the Charity;

(b) the amount or maximum amount does not exceed what is reasonable in the circumstances for the supply of goods in question;

(c) the other Trustees are satisfied it is in the best interests of the Charity to contract with that Trustee rather than with someone else who is not a Trustee. In reaching such a decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so;

(d) the relevant Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into such a contract with that Trustee;

(e) the relevant Trustee does not vote on any such matter and is not counted in the quorum for that decision; and

(f) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised in Articles 6.1.2, 6.1.3, 6.1.4, 6.1.7, 6.1.10, or 6.1.11.

6.1.4 reasonable interest on the money lent by any Trustee;

6.1.5 reasonable out-of-pocket expenses to any Trustee;

6.1.6 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;

6.1.7 reasonable and proper rent of premises demised or let by any Trustee;

6.1.8 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 10 below;

6.1.9 any payment to a Trustee under the indemnity provisions in the Articles of Association;

6.1.10 a Trustee to be employed by, or receive any remuneration from the Charity which is not authorised in this Article 6, provided the remuneration is authorised by court or the Charity Commission; and

6.1.11 in exceptional cases other payments or benefits but only with the prior written approval of court or the Charity Commission,

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision in respect of matters set out in this Article 6 applicable to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6:

(a) a Trustee shall include their connected persons including any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his partner; and

(b) a payment to a Trustee includes the payment to or the engagement or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special

resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Each member of the Charity undertakes that, if the Charity is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity shall indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;

10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and

10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer, provided that he will be obliged to repay such amounts no later than:

10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or

10.2.2 if judgment is given against him in proceedings, the date when the judgment becomes final; or

10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

11.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

11.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and

11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.

11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:

11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

11.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.

11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.

11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

11.7 The Board may authorise a Trustee not to disclose to the Board certain confidential information relating to a conflict of interest by passing a resolution in accordance with this Article but the resolution may not authorise the withholding of information where it relates to a Trustees direct or indirect personal benefit.

11.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

12. Membership

12.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.

12.2 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.

12.3 Membership is open to:-

12.3.1 Any individuals aged 18 or over whom the Board decides to admit to membership; and

12.3.2 Any organisations whether incorporated or unincorporated which the Board decides to admit to membership.

The Trustees may determine criteria for membership but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

12.4 All Trustees shall automatically become members of the Charity and their names shall be entered into the Charity's register of members.

12.5 A member which is an organisation must, if asked, give a copy of its constitution to the Charity.

12.6 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend, vote and speak at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

12.7 Members which are organisations stop being members in the same way as individual members stop being members.

12.8 The Board may delegate the power to admit members.

13. Register of Members

13.1 The Charity must keep at the Office a register of members showing their name, postal or other contact address and dates of becoming a member and ceasing to be a member.

13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

14. Rights of Inspection

14.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

15. No transfer of Membership

15.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

16. Ending of Membership

16.1 A member stops being a member of the Charity if:

16.1.1 the member resigns from membership by giving notice in Writing to the Charity; or

16.1.2 membership is ended under Article 17; or

16.1.3 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or

16.1.4 the member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.

17. Removal from Membership

17.1 The Board may terminate membership by giving the member notice in Writing.

17.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

18. Annual General Meetings

18.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

19. Other General Meetings

19.1 All general meetings except annual general meetings are called general meetings.

20. Calling of Other General Meetings

20.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

21. Notice of General Meetings

21.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 58.4).

21.2 Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice.

21.3 The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

21.4 Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles.

21.5 A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.

22. Quorum for General Meetings

22.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is ten persons, whether present in person or by proxy.

23. Adjournment if no Quorum

23.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 25.2 and 25.3 shall apply to such an adjourned meeting.

23.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

24. Chairman of a General Meeting

24.1 The Chair (if any) of the Board should normally preside as chairman at every general meeting of the Charity. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

25. Adjournment of a General Meeting

25.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

25.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

26. Voting on Resolutions

26.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment.

26.2 Members may vote by proxy.

27. Proxies

27.1 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

27.2 A person holding a proxy may vote on any resolution.

27.3 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

27.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at

least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

27.5 A proxy in the following form will be acceptable:

"I .....

of .....

a member of **The Terrence Higgins Trust** hereby appoint the [Chair of the Charity or if he is not present the chairman of the Meeting] or *

.....

as my proxy to attend speak and vote for me at the [annual] general meeting of the Charity to be held on the day of and any adjournment thereof.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Vote withheld	[Discretionary]
[ORDINARY BUSINESS]				
1. [Insert text of resolution]				
2. [Insert text of resolution]				
3. [Insert text of resolution]				
[SPECIAL BUSINESS]				
4. [Insert text of resolution]				
5. [Insert text of resolution]				
Signature			**Date**	

**If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.* "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

28. Declaration of chairman is final

28.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

28.2 The demand for a poll may be withdrawn.

29. When a poll is taken

29.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

29.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

30. Voting and Speaking

30.1 Every member including the chairman of the meeting (if he is a member) has one vote at general meetings. The chairman of the meeting does not have a casting vote at general meetings.

30.2 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.

30.3 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his capacity as a member**.**

31. Management by the Board

31.1 The business of the Charity is managed by the Board. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

32. The Keeping of Minutes

32.1 The Board must have a record of minutes:-

32.1.1 of all appointments of officers by the Board;

32.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

32.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Board; and

(c) Committees of the Board.

33. The Make-up of the Board

33.1 The number of Trustees must be not less than 6 nor more than 15.

33.2 The majority of Trustees must be elected by the Members at a general meeting (**"Elected Trustees"**) and the remainder shall be appointed by the Board (**"Appointed Trustees**").

33.3 Subject to Article 33.2 Appointed Trustees may be appointed by resolution of the Board at any time.

33.4 No person under the age of 18, nor any person who is currently employed by the Charity, may be appointed or elected as a Trustee.

34. Retirement of members of the Board

34.1 At the third annual general meeting after his last election or appointment as an Elected or Appointed Trustee he shall retire. He shall be eligible for re-election or reappointment provided that he shall retire at the ninth annual general meeting after his first appointment. Subject to Article 34.2, at least one (1) year must elapse before a retiring Trustee who has served nine (9) consecutive years in office may be re-elected or re-appointed.

For the purposes of this Article 34.1 a "year" shall mean a complete period of service between two annual general meetings.

34.2 The members may decide that there are special circumstances and resolve that an Elected Trustee or Appointed Trustee shall serve for an additional term of one (1) year following his ninth annual general meeting before taking a year's break from office.

35. Change in composition of the Board

35.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below six.

36. Notification of change of members of the Board to the Registrar of Companies

36.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

37. Filling mid-term vacancies in the Board

37.1 If between general meetings an Elected Trustee ceases to hold office the Board may fill such vacancy and such person ("**Co-Opted Trustee**") shall hold office until the following annual general meeting. Unless he resigns earlier a Co-Opted Trustee holds office only until the annual general meeting following his co-option and vacates office at the end of that meeting unless he becomes an Elected Trustee.

37.2 No Appointed Trustee shall be required to stand down as a result of a vacancy amongst Elected Trustees.

37.3 In the event that a Co-Opted Trustee goes on to become an Elected Trustee, for the purposes of the maximum terms of office referred to in Article 34 his initial appointment shall be the date on which he was first co-opted.

37.4 For the avoidance of doubt Co-Opted Trustees are Trustees and may vote at meetings of the Board.

38. Ending of Board Membership

38.1 A Trustee ceases to hold office if he:-

38.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

38.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011, or is deemed not to be a "fit and proper person" by HMRC; or

38.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Trustees resolve that he must cease to hold office; or

38.1.4 resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or

38.1.5 is absent from three consecutive meetings of the Board and it is resolved by a majority of the other Trustees to remove him; or

38.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

38.1.7 is removed from office under Article 39; or

38.1.8 is a co-opted Trustee and is removed by the Board; or

38.1.9 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

38.1.10 dies.

39. Removal of a Trustee by a General Meeting

39.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

40. Meetings of the Board

40.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

40.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

40.3 The Charity, if requested by the Chair or any two Trustees, must summon a meeting of the Board.

40.4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

41. Officers of the Board

41.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

42. Quorum for the Board

42.1 The quorum necessary for business to be done at a Board meeting is one third of Trustees plus one. Subject to Article 11 a Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

43. Board's Right to Act Despite Vacancies on the Board

43.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

44. A Resolution may be Approved by Signature Without a Meeting

44.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

45. Validity of Acts Done at Meetings

45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

46. Delegation by the Board

46.1 The Board may delegate the administration of any of its powers to the Chair, individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it.

46.2 The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.

46.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

47. Chair of Committees

47.1 A committee may elect a chair of its meetings if the Board does not nominate one.

47.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chairman of the meeting.

48. Meetings of Committees

48.1 A committee may meet and adjourn whenever it chooses.

48.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.

48.3 A committee must have minutes entered in minute books.

48.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

49. Appointment and Removal of the Company Secretary

49.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

50. Honorary Officers

50.1 The Board may appoint or remove any person for such terms as they think fit as a Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

51. Actions of Trustees and Company Secretary

51.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

52. The Seal

52.1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.

52.2 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.

52.3 Everything to which the Seal is affixed must be signed by two persons authorised by the Board. Where the Board has not authorised any such persons it must be:-

52.3.1 signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or

52.3.2 signed by a Trustee and witnessed by an independent third party.

53. Proper Accounts must be Kept

53.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

54. Books must be Kept at the Office

54.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

55. Inspection of Books

55.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document

of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

56. Accounts and Returns

56.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

56.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

56.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

56.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

56.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

56.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

56.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

57. Appointment of Reporting Accountants or Auditors

57.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

58. Service of Notices

58.1 The Charity may give notices, accounts or other documents to any member either:

58.1.1 personally; or

58.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

58.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

58.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

58.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Charity for that purpose or in accordance with Article 58.1.1, 58.1.3, 58.1.4 or 58.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

58.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

58.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

58.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

59. Accidental Omission of Notice

59.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

60. Who is Entitled to Notice of General Meetings

60.1 Notice of every general meeting must be given to:-

60.1.1 every member (except those members who lack a registered postal address within the United Kingdom and have not given the Charity a postal address for notices within the United Kingdom);

60.1.2 the reporting accountants or auditor of the Charity;

60.1.3 all Trustees;

60.1.4 any President or other honorary position.

60.2 No one else is entitled to receive notice of general meetings.

61. Regulations

61.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

62. Winding-up of the Charity

62.1 A general meeting may decide at any time to dissolve the Charity.

62.2 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be transferred to a body (or bodies) which is (or are):

62.2.1 Set up for purposes which are exclusively charitable and fall within, are the same as or are similar to the Objects;

62.2.2 Only able to transfer funds and property to its members to the same extent as set out in Articles 5 and 6; and

62.2.3 chosen by the members on or before dissolution.