

ARTICLES OF ASSOCIATION OF THE MYALGIC
ENCEPHALOPATHY ASSOCIATION LTD

A company limited by guarantee Number 2361986
Registered in England

Registered Charity Number 801279

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Defined terms

1. In the articles, unless the context requires otherwise—
 - “articles” means the company’s articles of association;
 - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - “chairman” has the meaning given in article 15;
 - “chairman of the meeting” has the meaning given in article 36;
 - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
 - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
 - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - “member” has the meaning given in section 112 of the Companies Act 2006;
 - “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
 - “participate”, in relation to a directors’ meeting, has the meaning given in article 13;
 - “special resolution” has the meaning given in section 283 of the Companies Act 2006;
 - “subsidiary” has the meaning given in section 1159 of the Companies Act 2006;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 sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he or she is a member or within one year after he ceases to be a member, for—
 - (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

Objects of company

3. The objects of the company are restricted to the following purposes:-
 - (a) to offer relief to persons of all ages with Myalgic Encephalopathy (ME)/Chronic Fatigue Syndrome (CFS) through the provision of information and
 - (b) to further education in all aspects of the illness and
 - (c) to support research into the illness including the making of grants and to publish the useful results of that research

Use of income and property

4. The income and the property of the company shall be applied solely towards the promotion of its 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 company and no director may be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the company except as shown under “ Directors’ expenses” or “Allowed payments”

Winding up or dissolution of the company

5.
 - (a) The Board of directors or a general meeting may decide at any time to dissolve the company. The company shall then call a meeting of all members and all parties who may have an interest in the company.

(b) If the company is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the company. Instead it must be given or transferred to a charitable institution or institutions. Such institution must have similar charitable objects to those of the company and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by these articles.

(c) The institution will be chosen by the members of the company at or before the time when the company is wound up or dissolved

Directors' general authority

6. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

7.
 - 7.1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
 - 7.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

8.
 - 8.1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - 8.2. on such terms and conditions as they shall think fit;
 - 8.3. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
 - 8.4. The directors may revoke any delegation in whole or part, or alter its terms and conditions.
 - 8.5. A committee must include two or more directors and all acts and proceedings of the committee must be reported to the company as soon as possible

Committees

9.
 - 9.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

- 9.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Directors to take decisions collectively

10. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

Unanimous decisions

11.

- 11.1. A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 11.4. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

12.

- 12.1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 12.2. Notice of any directors' meeting must indicate—
- (a) its proposed date and time and its purpose;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. Participation in the meeting by conference telephone by no more than one director shall be permitted where a director is unable to attend a meeting due to unforeseen consequences notwithstanding the failure to indicate the alternative means of communication in the notice of the meeting
- 12.3. Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held,

that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

13.

13.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

14.

14.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.

14.3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

15.

15.1. The directors may appoint a director to chair their meetings.

15.2. The person so appointed for the time being is known as the chairman.

15.3. The directors may terminate the chairman's appointment at any time.

15.4. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

16.

- 16.1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 16.2. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 17.
- 17.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 17.2. But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3. This paragraph applies when:
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 17.4. For the purposes of this article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- and
- (b) arrangements pursuant to which benefits are made available to employees which do not provide special benefits for directors .
- 17.5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 17.6. Subject to paragraph (17.7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 17.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Appointment and Removal of the Company Secretary

18. The members of the Board of directors may appoint the Company Secretary (if any). They decide his or her period of office and conditions of service. They may also remove the Company Secretary.

Records of decisions to be kept

19. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. In addition a record must be kept :-

- (a) of all appointments of officers by the Board of directors;
- (b) of the names of the members of the Board of directors present at each of its meetings and of any sub-committee or group of the members of the Board of directors
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The company;
 - (ii) The Board of directors;
 - (iii) Sub-committees of the Board of directors;
 - (iv) Working Groups, Steering Groups and other committees set up by the company.

Directors' discretion to make further rules

20. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

The Make-up of the Board of Directors

21. The Board of directors of the company shall consist of:-

- (a) not less than four, nor more than eight persons, elected by individual members; all such persons being current members of the company and whose subscriptions are up to date. No members of the company shall be elected unless they receive at least 25% of all the votes cast, and, for the avoidance of doubt, this requirement shall also apply in the case where there are fewer nominees for the office of director than there are vacancies on the Board of directors
- (b) not more than three additional members co-opted at any time by the Board of directors
- (c) no member of the Board of directors can be a member of the governing body of another national ME/CFS patient support charity but this shall not

prevent membership of the governing body of a regional ME/CFS charity or of a medical research ME/CFS charity at the same time

- (d) the directors shall comprise people with an interest in ME/CFS, carers and other interested parties

Filling vacancies in the membership of the Board of directors and Co-option

- 22. The Board of directors can appoint anyone to fill a vacancy in the membership of the Board of directors. They will hold office until the next annual general meeting at which one or more of the directors retire and then they will stand down. They will be eligible for election to the Board of directors in accordance with the provisions contained herein. On standing down as a co-opted member they will not be included in the number of trustees retiring by rotation as provided for in these articles.

The Election of Directors

23.

- (a) Not less than ten weeks prior to an annual general meeting at which one or more of the directors retire, the company shall give notice to members asking for nominations for members to become directors of the company. No one may stand for election unless a written nomination is received by the company by the date stated in that notice to members. Members may nominate themselves or seek or receive, with prior agreement, nomination by a third party. Voting elections shall be by postal vote or alternatively, where a member has not cast a postal vote, by ballot at the annual general meeting. Where both a postal vote and a meeting ballot are held then votes cast in the postal vote shall be added to those cast in the meeting ballot. All postal votes must be received by the company at least seven clear days before the holding of an annual general meeting takes place. Any votes received after that time shall be deemed null and void.
- (b) The directors will have the right to take up references and undertake interviews of nominees to the Board of directors and to make recommendations and provide information to the members of the company concerning any nominee provided that such disclosure of information shall comply with all legislation involving data protection.

Retirement of Directors by Rotation

- 24. Every two years at the annual general meeting for that year one-third of the currently elected Board of directors who are subject to retirement by rotation shall retire but all are eligible for re-election. Those longest in office since election shall retire first. In the case of an equal period of service, in default of agreement between the members, those to be retired shall be selected by lot. If their number is not a multiple of three the number nearest to one-third shall retire from office

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Removal of a director by a General Meeting

25.

- (a) A general meeting of the company may remove any director before the end of his or her period of office whatever the rest of these articles or any agreement between the company and the director may say.
- (b) Removal can take place only by the company passing an ordinary resolution saying so. At least 28 days' notice must be given to the company and at least 21 days' notice to the membership. Once the company receives such notice it must immediately send a copy to the director concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

Removal of a director by the Board of directors

26.

- (a) If a director fails to attend three consecutive meetings of the Board of directors, the Board of directors may resolve if they see fit that he or she be removed from the Board of directors for good and sufficient reason. The director must be given at least 21 days' notice in writing of the resolution and that person has a right to be heard before a vote is taken.
- (b) If two of the Board of directors propose a vote of no confidence in another director, he or she can be removed provided a simple majority of the Board agrees.

Termination of director's appointment

27. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or by the Charities Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) he or she is removed from office;

- (h) he or she brings the company into disrepute
- (i) he or she is directly or indirectly involved in any contract with the company and fails to declare the nature of his or her interest to the company at the first meeting at which the contract is discussed or the first meeting after the director became interested in the contract

Allowed payments

28. The company may pay: -

- (a) Reasonable and proper payment to any officer or servant or director of the company for any services to the company. For the purpose of clarity no payment may be made for the normal duties of a charitable trustee. Payment for services to a director may only be made where:-
 1. there is a written agreement between the charity and the person who is to be paid
 2. the agreement sets out the exact or maximum amount to be paid
 3. the director concerned may not take part in decisions made by the Board of directors about the making of the agreement, or about the acceptability of the service provided
 4. the payment is reasonable in relation to the service to be provided
 5. the directors are satisfied that the payment is in the best interests of the company
 6. the Board of directors follows the 'duty of care' set out in the Trustee Act 2000
 7. the total number of directors who are either receiving payment or who are connected to someone receiving payment are in a minority
- (b) Reasonable out-of-pocket expenses to any member of the Board of directors;
- (c) Any premium in respect of any indemnity insurance to cover the liability of the Board of directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of the company knew to be a breach of trust or breach of duty or which was committed by the Board of directors in reckless

disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of directors in their capacity as directors of the company ;

- (d) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the company or the Board of directors shall be present during the discussion of or voting on any decision to make a payment or give a benefit to that member or director.

Application for membership

- 29. No person shall become a member of the company unless they are 18 years of age and:
 - (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 30.
 - 30.1. A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
 - 30.2. Membership is not transferable.
 - 30.3. Membership is ended under the provisions for removal of membership contained in these articles
 - 30.4. The member's subscription remains unpaid three months after it was due and the company ends that member's membership by removing that member's name from the membership register
 - 30.5. A person's membership terminates when that person dies.

Removal from Membership

- 31.
 - (a) The Board of directors may suspend the rights of any member by giving him or her notice in writing of the suspension.
 - (b) Within 28 days of receiving that notice the member can send or give an appeal in writing to the company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Board of the company. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

General Meetings

32. Each year the company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it and must be held within 15 months of the previous annual general meeting

Notice of General Meetings

33. An annual general meeting must be called by giving at least 21 clear days' notice in writing. Other meetings of the company must be called by giving at least 14 days clear notice. These notices must specify the place, date and time of the meeting and the business to be discussed. Notice of the meeting must be given to all those members entitled to receive it and to the reporting accountants or auditor of the company. Notice of the right of a member to appoint a proxy must be given in the notice

Attendance and speaking at general meetings

- 34.
- 34.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
 - 34.2. A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting provided that any vote cast in a postal vote in respect of that resolution by that person shall not be taken into account in determining the total of votes cast for or against the resolution.
 - 34.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
 - 34.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
 - 34.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Chairing general meetings

- 35.

- 35.1. If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 35.2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present, or
 - (b) (if no directors are present), the meeting must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 35.3. The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by non-members

36. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

- 37.
- 37.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 37.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4. When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 37.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting: general

38. A resolution put to the vote of a general meeting must be decided by a simple majority on completion of voting cards.. Postal votes are allowed provided they are received by the company at least five working days before the holding of a general meeting takes place. Any votes received after will be null and void.

Poll votes

39. Polls must be taken immediately, if it is correctly demanded to elect a chairman or to decide upon an adjournment. Polls about other subjects will be taken whenever the chairman says so and in such manner as the chairman of the meeting directs. The result of a poll will be treated as a resolution of the meeting.

Payment of Subscriptions

40. All members must pay the subscriptions that the directors may decide from time to time unless the directors have by notice in writing to a member directed otherwise.

Payments and receipts

41. All cheques and other negotiable instruments and all receipts for money paid to the company shall indicate the name of the company in full and be signed, drawn and otherwise be made in the way that the directors decide and all cheques drawn on the company shall be signed by two directors or by two officers of the company unless the directors decide otherwise.

Means of communication to be used

- 42.
- 42.1. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 42.2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3. A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 43.
- 43.1. Any common seal may only be used by the authority of the directors.
- 43.2. The directors may decide by what means and in what form any common seal is to be used.

- 43.3. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least two authorised persons in the presence of a witness who attests the signatures.
- 43.4. For the purposes of this article, an authorised person is—
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

44. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Accounts

- 45.
- (a) The Board of directors must have proper books of account kept in accordance with the law. In particular, the books of account must show: -
 - (i) all amounts received and spent by the company, and for what
 - (ii) all sales and purchases by the company
 - (iii) the assets and liabilities of the company.
 - (b) The books of account must give a true and fair view of the state of the company's affairs and explain its transactions. Otherwise they are not proper books of account.
 - (c) The books of account must be kept at the Registered Office of the company or at other places decided by the Board of directors. The books of account must always be open to inspection by directors.
 - (d) The Board of directors must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Board of directors. A member who is not a director may only have the right to inspect a book of account or document of the company if the right is given by law or authorised by the Board of directors or a general meeting.
 - (e) The Board of directors must, for each accounting reference period, put before a general meeting of the company: -
 - any statement of financial activities and income and expenditure accounts;
 - (i) a report by the Board of directors on the state of the company as required by the law;
 - (ii) a balance sheet; and

- (iii) such other reports, statements or accounts as are from time to time required.
- (f) The Board of directors must file with the Companies Registrar and the Charity Commission those documents required to be submitted by statute.
- (g) The company shall provide to its members all financial and related information required by law and in such a format as the law allows”.

Appointment of Reporting Accountants or Auditors

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

Alteration of the articles

- 47.
- (a) The company may alter these articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 clear days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.
 - (b) No alteration may be made to an article, which directs or restricts the way monies or property of the company may be used without the Charity Commission's prior written approval.

Indemnity

- 48.
- 48.1. Subject to paragraph (48.2), a relevant director of the company or an associated company may be indemnified out of the company’s assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any other liability incurred by that director as an officer of the company or an associated company.
- 48.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 48.3. In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.