

10 May 2025

Humanists UK
39, Moreland Street
London EC1V 8BB
020 7329 3060
chiefexec@humanism.org.uk

To all members of Humanists UK

Dear Member,

Annual General Meeting
Sunday 15 June 2025 15:45 - 17:15
Octagon Centre, Clarkson Street, Sheffield, S10 2TQ

These papers contain the agenda for this year's AGM, the formal notice of the AGM, and the minutes of last year's AGM. Please bring them with you to the AGM. Our current Articles of Association and Byelaws can be downloaded at www.humanism.org.uk/members.

Registration for the formal AGM will be open from 14:45 onwards on Sunday 15 June 2025. The AGM will begin at 15:45. You are invited to join Trustees and staff for a glass of wine or soft drink from 17:15 to 17:45.

2024 Report and Accounts

The 2024 Report and Accounts are available online at www.humanism.org.uk/members. A copy is also available for inspection at the Humanists UK office. You can request a paper copy in advance of the AGM by emailing, telephoning, or writing to us.

In order to ensure that members who have questions concerning the accounts can have them answered without taking up too much time at the AGM, the Board will take written questions on the accounts in advance of the AGM and provide written answers to members attending the meeting. If you have any questions on the accounts, please submit them by email (agm@humanism.org.uk) or post by **17.00 on 1 June 2025**.

Resolutions and Motions

As part of the formal business of the AGM, the members will be asked to consider and pass the resolutions which are set out in the notice of the AGM. The resolutions are: to receive the report and accounts for the year ended 31 December 2024; the re-appointment of the auditor; and to authorise the trustees to determine their remuneration.

If you wish to submit any amendments to motions, you must do so by email (agm@humanism.org.uk) or post by **17.00 on 1 June 2025**.

Any **Emergency Motions** (i.e. motions relating to matters of importance to Humanists UK that have arisen after the closing date for ordinary resolutions of **1 May 2025**) must be submitted to me or to the Chair before the start of the AGM. Emergency Motions may be proposed by Partner groups of Humanists UK or individual members and must also be seconded. It should be noted that any motions passed are in law not resolutions of Humanists UK but only express the opinion of the meeting.

We look forward to seeing as many as possible of you at the AGM. **Apologies for absence** can be made by email (agm@humanism.org.uk), post or telephone.

Best wishes,

A handwritten signature in black ink that reads "Andrew Copson". The signature is written in a cursive, flowing style.

Andrew Copson
Company Secretary, Humanists UK

Humanists UK
ANNUAL GENERAL MEETING
Sunday 15 June 2025 15.45-17:15 (registration possible from 12.00)
Octagon Centre, Clarkson Street, Sheffield, S10 2TQ

AGENDA

1. Adoption of Standing Orders
which are given in the Byelaws
2. Apologies for absence
3. Declarations of interest
4. Election of one Timekeeper and two Tellers
5. Minutes of the 2024 AGM
which are attached to this agenda
6. Matters arising from those minutes
which are not covered separately on this agenda
7. Chair's address
8. Election to the Board (candidate statements are attached to this agenda)
9. Formal part of the Business of the AGM as set out in the attached Notice
10. This Annual General Meeting expresses its solidarity with humanist organisations in the United States and around the world who continue to stand up for humanist values and to defend human rights, secularism, democracy, and rational public discourse and debate, in an increasingly challenging political environment.

Proposed by Richard Norman, seconded by Lori Marriott
11. Emergency Motions
which must relate directly to core areas of our operation or existence, and be related to issues which have newly arisen since 1 May 2025, and must be presented to the Chair or Company Secretary before the start of the meeting
12. Any other business
which must be notified to the Company Secretary in advance of the AGM.

Company Secretary
10 May 2025

Candidate Statements

Andrew Russell

Sex: Male

Age: 37

Ethnicity: White (British)

Region: South East

Why should people vote for you?

Proven experience as a Humanist UK trustee, particularly impactful in progressing strategic campaigns with Public Affairs and communications expertise.

What skills and/or experience do you bring to the governance role?

As a trustee of Humanists UK for the past three years, I have gained significant experience in governance, strategy, and advocacy. During this time, I have also become a trustee of Wikimedia UK, deepening my expertise in governance, particularly in open knowledge and public education. I have actively supported Humanists UK's mission by hosting on-stage conversations at our Convention and contributing to lobbying efforts at the Labour Party Conference.

With a background in Public Affairs, Communications, business strategy, and charity fundraising, I am able to contribute effectively to the organisation's strategic decision-making, particularly in the areas of policy, media engagement, and development. My professional work with charities like Into Film, the UK's leading education and film charity, has also deepened my engagement with education policy, an area I would continue to focus on as a trustee.

Much of my work outside of Humanists UK aligns with the charity's values; for example, continuing my work with The Philosophy Foundation, I am part of a secretariat working with parliamentarians to establish a Philosophy APPG, advocating for critical thinking across public policy. If re-elected, I will use my experience in governance, public policy, and advocacy to further Humanists UK's strategic priorities and amplify its impact.

What is your vision for Humanists UK?

As a trustee of Humanists UK for the past three years, I have gained significant experience in governance, strategy, and advocacy. During this time, I have also become a trustee of Wikimedia UK, deepening my expertise in governance, particularly in open knowledge and public education. I have actively supported Humanists UK's mission by hosting on-stage conversations at our Convention and contributing to lobbying efforts at the Labour Party Conference.

With a background in Public Affairs, Communications, business strategy, and charity fundraising, I am able to contribute effectively to the organisation's strategic decision-making, particularly in the areas of policy, media engagement, and development. My professional work with charities like Into Film, the UK's leading education and film charity, has also deepened my engagement with education policy, an area I would continue to focus on as a trustee.

Much of my work outside of Humanists UK aligns with the charity's values; for example, continuing my work with The Philosophy Foundation, I am part of a secretariat working with parliamentarians to establish a Philosophy APPG, advocating for critical thinking across public policy. If re-elected, I will use my experience in governance, public policy, and advocacy to further Humanists UK's strategic priorities and amplify its impact.

Simon Walker-Samuel

Sex: Not disclosed

Age: Not disclosed

Ethnicity: White (British)

Region: South East

Why should people vote for you?

I'm a committed trustee with a deep understanding of humanism, bringing both strategic insight and hands-on governance experience to the role.

What skills and/or experience do you bring to the governance role?

I bring a combination of governance experience, academic leadership and a strong grounding in humanist values. As a current trustee and director of Humanists UK, I have supported strategic planning, oversight, and decision-making with a focus on transparency, inclusion, and impact. I also serve on Croydon SACRE, where I help advocate for inclusive, non-religious perspectives in education, and I regularly volunteer as a Humanists UK school speaker.

Professionally, I am Vice Dean (Research) at University College London and Director of the Centre for Computational Medicine. In these roles, I lead on research strategy, interdisciplinary collaboration, and public engagement across a large and diverse faculty, while also overseeing the development of cutting-edge, ethically informed healthcare technologies. These roles involve managing complex projects, building partnerships, and ensuring good governance and accountability, which are skills directly relevant to my trustee role.

I'm committed to Humanists UK's mission and bring thoughtful challenge, collaboration, and a strong understanding of organisational dynamics. I understand the importance of balancing ambition with sustainability, and values with evidence. I would welcome the opportunity to continue serving and helping to shape a fairer, more rational society.

What is your vision for Humanists UK?

My vision for Humanists UK is for it to continue strengthening its role as a leading voice for reason, compassion, and secularism in public life. I want to support and amplify the organisation's existing excellent work, such as promoting inclusive education, defending freedom of belief, supporting non-religious ceremonies, and advocating for human rights and ethical policy-making. At the same time, I believe we must remain responsive to emerging challenges, including renewed pressures from religious interest groups and shifting political landscapes that threaten the rights and recognition of non-religious people. Humanists UK has a vital role to play in championing evidence-based thinking, equality, and inclusive values, especially in areas like education and public discourse. I hope to support Humanists UK to continue defending its principles, while building thoughtful partnerships and reaching more people, and would be proud to support that work as part of a collaborative, inclusive and forward-looking board.

Sharda Dean

Sex: Female

Age: 53

Ethnicity: Asian (Indian)

Region: Eastern

Why should people vote for you?

I am determined and hardworking, will bring fresh perspective and a deep commitment to advancing humanist values in uncertain times.

What skills and/or experience do you bring to the governance role?

I have a strong understanding of economics and finance from ten years as an economist in the civil service and for financial institutions. I currently work for the competition watchdog (CMA) so have a good understanding of the ethical issues associated with market capitalism. I am an able communicator, have appeared widely in the media as an economic expert and have won the David Thomas Financial Times essay prize.

I previously worked in education. I was a teacher and Head of Department, gaining management experience, as well as connecting with a variety of school stakeholders. I was recently shortlisted for the Dr Jonathan Nicholls Memorial Essay Prize (2023) for an essay on transforming universities, illustrating my creative thinking in this sector.

I am training to be a Celebrant with Humanists UK which shows my appreciation for the role humanism can play adding meaning to modern life in a more inclusive and joyous fashion than religion.

Throughout my working life I have demonstrated independence of thought and had a positive influence on the strategic direction of the organisations I have worked for. I can use these skills to help Humanists UK move forward with purpose.

What is your vision for Humanists UK?

What unites members of Humanists UK is a belief in humanity's ability to act in a civilised and tolerant fashion and unite for positive change. Unfortunately, we are living at a time when values such as rationality and expertise are being globally devalued, and a lack of tolerance is spreading. The rise of social media and the spread of AI also pose many ethical questions. Humanists UK is in a unique position to push back against these developments by continuing to promote human rights, rational thinking and evidence-based decision making through its individual campaigns and more generally through its work informing and educating the public. Humanists UK has access to a wonderful resource, the community of intellect within its membership, and can be a force for good against anti-democratic events and action.

Additionally, in an increasingly secular and individualistic society, Humanists UK can play a role in creating inclusive communities outside traditional religious structures to reduce loneliness and nurture understanding between people from different backgrounds.

Charley Jarrett

Sex: Male

Age: 37

Ethnicity: Mixed (White & Arab)

Region: London

Why should people vote for you?

A longstanding Humanist and charity trustee, with expertise in political campaigns, EDI and education policy.

What skills and/or experience do you bring to the governance role?

I've served as a Humanists UK trustee for three years, providing advice and guidance on public affairs and schools in particular, and would be delighted to champion our organisation and its causes for a second term. I've sat on the Board Recruitment Committee, ensuring we have due regard to equality and diversity – including by region – and the skills the board needs, to best safeguard and promote the charity. I'm a former Humanist representative on Lambeth SACRE.

I serve also as a trustee of my old youth club SYCT, and for ten years was a governor at a community primary school, chairing its Pupils & Curriculum Committee.

In all these roles, I find empathic effective relationships management is key to ensuring an organisation's success, and – if re-elected – I hope to continue both this and to 'cross-pollinate' best governance practice.

What is your vision for Humanists UK?

Humanists UK should continue to grasp the opportunities the change in government presents for policymaking based on rationality and empathy rather than superstition – ranging from school admissions to marriage, from asylum to equalities policy. We should be a voice of reason and light at a time of increasing tension and ‘culture wars’, and continue to defend responsible free speech where it comes under threat.

We should also further provide ‘fellowship’ for the non-religious – whether through greater uptake of our namings, weddings and funerals (and, perhaps, introducing coming of age ceremonies!), through apostate support and secular pastoral care, or through the growth of our chapters and local groups, so freethinkers in the UK and around the world can live their fullest lives, good without god.

Satnam Singh Lehal

Sex: Male

Age: 47

Ethnicity: Asian (Indian)

Region: London

Why should people vote for you?

I believe in the organisation’s purpose: society desperately needs more kindness and compassion. I wish to contribute to this mission.

What skills and/or experience do you bring to the governance role?

I have 25 years of experience working in financial services. I have held senior positions in a number of banks and reported to global and regional boards. My expertise has included evaluating and managing risk and, designing and operating controls to ensure organisations are resilient and comply with laws. My broad risk management experience covers reputational, financial, data privacy, technology risks. I have experience of managing large teams and budgets and working with external stakeholders such as shareholders, regulators, media and auditors.

Effective governance is a critical part of managing large financial services organisations and I have both designed and operated in complex governance structures. Through this I have gained deep experience of topics such as: the role of a non-executive challenge and support body; setting or challenging strategy and monitoring its success; and scrutinising management information, metrics and reporting.

I have also developed skills in how to respond to organisational failures or shortcomings and have gained significant experience in areas such as crisis management, investigating potential misconduct or control failures, designing and implementing remediation and organisational change programmes.

I have previously been a trustee of a national UK charity (Timebank).

What is your vision for Humanists UK?

I believe freedom of thought, individual liberty, the right to self-expression need to co-exist with a temperament of kindness and compassion to others, in order to live in harmonious societies. In certain spheres (e.g. public policy, mass media/online), these values have been dangerously corroded. Humanists UK plays a unique, national role, in defending and promoting these virtues. I would like Humanist UK to remain a tireless, unrelenting advocate of these values and also continue to provide a community to its members - who can often feel othered for their beliefs.

I would like Humanists UK to (i) continue to expand its influence among the national policy-making community and have a permanent "seat at the consultation table", which is enjoyed by other groups such as faith organisations (ii) broaden its appeal to prospective members from underrepresented communities and (iii) ensure it operates efficiently and is professionally managed, in order to ensure it thrives as an organisation.

Nicole Saunders

Sex: Female

Age: 50

Ethnicity: White (British)

Region: South West

Why should people vote for you?

I have a strong public service ethic, a curious mind and the courage to speak truth to power.

What skills and/or experience do you bring to the governance role?

Leadership: Former RAF Officer, experienced senior leader in public, private and voluntary sector organisations. Committed to enhancing organisational resilience through the application of governance, assurance, risk management and continuous improvement methodologies.

Governance and assurance: Member and vice-chair of governing body of 6th form college, providing constructive challenge to the senior management team, oversight of operational delivery of post-16 education to >3000 students. Contributed to the development of the strategic plan for the college and provided an employer's insight to the Senior Management Team. Member of Audit Committee; deputised for chair, provided oversight of the risk and assurance processes. Provided rigorous monitoring of updates to management actions and non-finance perspective to identifying risks to the College and subjects for Internal Audit review.

Risk management: Experienced in managing risks in highly regulated industries. A trained human factors investigator, passionate about promoting positive organisational culture, nurturing psychological safety in teams and encouraging regulatory compliant business improvements.

Rational humanist perspective: Former Physics teacher I now live with Multiple Sclerosis and deteriorating mobility. I am committed to living a life aligned to my values, recognising the strength in diversity, and investing in my community as a volunteer librarian and trustee at my local community library.

What is your vision for Humanists UK?

Building on the momentum from the 2021-25 strategy we will see increased public awareness of humanism and humanist values with ever growing numbers of people identifying as humanists. Humanists UK will be a visible presence engaging on political and social issues and leveraging growing networks of volunteers to maximise reach.

Nowhere is this more important than in schools, where students can be presented with the rich history of non-religious philosophy. Humanist UK resources will continue to reach more students, and we will continue to challenge the exclusion of humanism from the school curriculum, ensuring students receive an inclusive and balanced education free from religious indoctrination and selection on religious grounds.

Humanists UK will be at the forefront of protecting human rights and resisting pressure from religious influence in eroding rights, particularly those of women as has been seen overseas.

Humanists will be represented in a regular slot on BBC's Thought for the Day slot on Radio 4.

We will celebrate the successful introduction of a compassionate assisted dying law.

Kay Elisabeth Jones

Sex: Female

Age: 50

Ethnicity: White (British)

Region: North East

Why should people vote for you?

Dedicated to driving change, I'll champion Humanist values through collaboration, inclusivity, and ethical leadership to help shape a better future

What skills and/or experience do you bring to the governance role?

I'm currently Chair of the Board of Trustees for [Eating Distress North East](#), where I've gained a deep understanding of the legal duties, responsibilities, and liabilities associated with the roles of Director and Trustee. I'm well-versed in the time commitment required and would dedicate myself fully to contributing effectively to the Board.

Through my coaching and consultancy business, [Forster Jones Consulting](#), and my role as Leadership Coach & Consultant with [Mosaic Partners](#), I am regularly commissioned by clients for my expertise, sound judgment, and pragmatic approach. I support senior leaders in enhancing their skills and developing strategic mindsets.

My well-developed communication skills allow me to quickly earn the respect of colleagues and partners, while my tact and sensitivity enable me to navigate complex situations effectively. I bring constructive challenge and strive for excellence in all that I do, ensuring I add significant value to governance roles

What is your vision for Humanists UK?

I have always been non-religious and deeply concerned by the pervasive influence of religion in our society. While I respect individual freedom of choice, I worry that too few have true freedom, especially in a world where human rights, autonomy, and liberty are being eroded.

I aspire to a society where we strive for goodness, respect for ourselves and others, and where we challenge injustice while inspiring people to be forces for good. I envision a world where individuals celebrate life events in their own way, die with dignity, and where rational thought and scientific logic prevail over religious dogma.

My vision is to strengthen Humanists UK's position as a champion for secularism and human rights, empowering people—regardless of belief—to live authentically. By prioritizing education, inclusivity, and outreach, we can amplify our impact, inspiring more to embrace humanist values and creating a future where human dignity and shared humanity guide every decision.

List of remaining Board members and their sex, age, ethnicity, and region

John Adentire

Sex: Male | Age: 35 | Ethnicity: Black (African) | Region: West Midlands

Clive Coen

Sex: Male | Age: 74 | Ethnicity: White (British) | Region: London

Roland Davis

Sex: Male | Age: 65 | Ethnicity: White (British) | Region: South East

Iain Deboys

Sex: Male | Age: 65 | Ethnicity: White (British) | Region: Northern Ireland

Tamar Ghosh

Sex: Female | Age: 50 | Ethnicity: Mixed (Asian & White) | Region: London

Neil Hawkins

Sex: Male | Age: 59 | Ethnicity: White (British) | Region: Wales

Emma Shepherd

Sex: Female | Age: 49 | Ethnicity: White (British) | Region: Wales

Amy Walden

Sex: Female | Age: 43 | Ethnicity: White (British) | Region: South East

Kate West

Sex: Female | Age: 45 | Ethnicity: White (British) | Region: London

Humanists UK Minutes of the Annual General Meeting

held on Sunday 16 June 2024, 15.30

at Cardiff Students' Union, Park Place, Cardiff, CF10 3QN

Present: Alice Adams, John Adams, Mark Agathangelou, Jessica Alexander, John Archer, Robert Ashby, Nick Baldwin, Tony Barrett, Sarah Bennett, Noreen Brosnan, Brian Catchpoole, Jo Clough, Margaret Cooper, Phoenix Cooper, Adrian Davis, Iain Deboys, Geoff Doel, Julie Doel, Ian Dunbar, Jessica Edwards, Clare Elcombe Webber, Claudia Elgueta, Mathew Engelke, Ian Ephrave, Panos Fellas, Michael Angelo Fisher, Susan Fisher, Dave Gilmour, Ewan Goodjohn, Susan Guiver, Neil Hawkins, Fran Hill, James Hodgson, Nick Hooper, Julyan Hunter, Paul Jenkins, Briony Kapoor, Roshan Kassi, Ruth Kaufman, Maureen Kvebekk, Helen Lindsay, Marilyn Mackley, Ewan Main, Neil McKain, Helen Mitcham, Richard Norman, Ann O'Connell, Alan Palmer, Paula Palmer, Colin Partridge, Gordon Peckham, Joe Platts, Maggie Platts, Dean Powell, Pete Rawlings, Sarah Robbins, Malcolm Rochefort, Jano Rochefort, Jeremy Rodell, George Rodger, Robert Ross, Andrew Russell, Martin Sach, Keith Sharp, Emma Shepherd, Rory Sheridan, Harry Small, Mick Wilkins, Alan Willey, Andy Wright, Simon Whipple. Shula Kakon, Roshan Kassi, and thirty-nine more members.

Staff in attendance: Ann-Michelle Burton, Andrew Copson, Luke Donellan, Jessica Edwards, Guy Hirst, Catriona McLellan, Laura Newlyn, Ian Scott, Boyd Sleator, Clare Elcombe Webber, Andrew West, Liam Whitton, Aaron Wilkins.

Apologies for Absence: Baroness (Joan) Bakewell, Gill Cina, Julia Copson, Tom Blundell, Cathryn Fraser, Brian Goredema-Braid, Trevor Dobson, Michael Heap, Judy Hutchings, David Hullin, David Leigh, Ann Levick, Esther Morris, Diana Naumann, Dr Simon Nightingale, John Upson, Alex Simpson, Richard Stein, Ariadne Tampion, Simon Walker-Samuel, Mark Wardrop, Chris Weir, Kate West, Adrian Widdowson.

Adoption of Standing Orders: On the proposal of Neil Hawkins (Chair of the Board of Trustees and AGM), the Standing Orders were adopted by the meeting, with no one against.

Declarations of Interest: The chair reminded those present that members speaking should declare any potential conflict of interest in relation to any item. There were no declarations of interest.

Tellers: Harry Small and Jessica Alexander were appointed as tellers and the Company Secretary as timekeeper.

Minutes of the AGM of Sunday 11 June 2023: On the proposal of the Chair, the minutes were approved with no one against.

Matters arising from the previous minutes: The Vice Chair, Neil McKain, provided a brief update on actions taken on the motion approved last year included the sections of the motion remitted to the Board.

Chair and Chief Executive address: The Chair and Chief Executive reported on the past year's activities, highlighting Humanists UK's many successes and the hard work ahead, and answered questions from the floor.

Elections to the Board of Trustees: The three candidates for the four vacancies on the Board of Trustees were approved unanimously by show of hands without opposition. The following candidates were elected (in alphabetical order of election): Samira Ahmed, Tamar Ghosh, and Amy Walden. Thanks were expressed by all those present to all candidates who stood.

Annual Report and Accounts for the year ending 31 December 2023: Ann O'Connell (Treasurer) presented the Annual Report and Accounts to members. The Report and Accounts for 2023 were received with no one against.

Re-appointment of Auditor: Knox Cropper were re-appointed as auditors to hold office until the conclusion of the next general meeting, with no one against.

Remuneration of Auditor: The trustees were authorised to determine the remuneration of the auditor, with no one against.

Any other Business: There was none

**BRITISH HUMANIST ASSOCIATION
(‘Humanists UK’)
Company Number: 228781**

Notice of the 2025 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2025 Annual General Meeting will be held at Octagon Centre, Clarkson Street, Sheffield, S10 2TQ on 15 June 2025 at 15:45 to consider and, if deemed fit, to approve the following resolutions:

As Ordinary Resolutions:

1. To receive the annual report and accounts for the year ended 31 December 2024.
2. To re-appoint Knox Cropper as auditor to Humanists UK to hold office until the conclusion of the next general meeting where accounts are laid before the members.
3. To authorise the trustees to determine the remuneration of the auditor.

As a special resolution:

4. That the Articles of Association of the Company be altered so as to take the form of the Articles of Association attached hereto (see pp. 29-48), in substitution for, and to the exclusion of, any articles of association previously adopted by the Company.

Date: 10 May 2025

BY ORDER OF THE BOARD

Registered Office:
39 Moreland Street
London
EC1V 8BB



COMPANY SECRETARY

Notes:

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy, to exercise all or any of his or her rights to attend, speak and vote in his or her place on a show of hands or on a poll provided. Such a proxy need not be a member of Humanists UK.
2. To be valid, the completed and signed form of proxy must be returned to the Humanist UK's registered office no later than 17.30 on 13 June 2025. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.

3. To be eligible to vote, you must be on the register of members of Humanists UK at 09.00 on 14 June 2025 and have no monies owing to the Humanists UK.

Humanists UK Form of Proxy

I, [insert name] of [insert address]

being a member of the Humanists UK hereby appoint the Chair of the meeting or [insert name] of [insert address]

as my proxy to vote for me on my behalf, as indicated below, at the Annual General Meeting to be held on 15 June 2025 and at any adjournment thereof.

Resolution	Resolution Summary	For	Against	Discretionary	Vote Withheld
1	Receive annual report and accounts for 31 December 2024				
2	Re-appointment of Knox Cropper as auditor				
3	Authorise the trustees to determine the auditor's remuneration				
4	Articles of Association of the Company be altered so as to take the form of the Articles of Association attached hereto, in substitution for, and to the exclusion of, any articles of association previously adopted by the Company.				

Please indicate with an 'X' in the space above how you wish your votes to be cast.

Signed this day of 2025

.....
Signature

Explanatory Notes:

1. Every member has the right to appoint some other person of his or her choice, who need not be a member, as his or her proxy, to exercise all or any of his or her rights, to attend, speak and vote on his or her behalf at the meeting. To appoint a person other than the Chair please insert the name and address of your chosen proxy in the space provided.
2. To be valid this form of proxy must be signed by the member or his or her attorney and be sent to Humanists UK's registered office (39 Moreland Street, London EC1V 8BB) no later than 17.00 on 13 June 2025. Any Power of Attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

3. The 'Vote Withheld' box is provided to enable you to abstain on the resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
4. If you do not indicate as to how your proxy should vote or you tick the discretion box, your proxy will have discretion to vote on the resolution as they see fit. Your proxy will also have the discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to the resolution, and at any adjournment of the meeting.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
6. To be eligible to vote, you must be on the register of members at 17.00 on 14 June 2025 and have no monies owing to Humanists UK.

Key Updates and Amendments to the Articles for information

The Charity's name and definition have been removed from the main body as they are already stated at the beginning of the Articles and in public records, avoiding redundancy.

The Interpretation clause now includes definitions for all terms used throughout the Articles for clarity.

1. Interpretation

- a. The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Charity.

- b. In the articles:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
"the articles"	means the Charity's articles of association;
"the bye laws"	means the Charity's bye laws made in accordance with article 39;
"the Charity"	means the company regulated by the articles;
"Charities Act"	means the Charities Acts 1992 to 2022;
"clear days"	<p>in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none">• 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;
"the Commission"	means the Charity Commission for England and Wales or any body which replaces it;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
"conflict"	means any situation in which a trustee has or might have a direct or indirect interest (including

but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Charity or which conflicts or possibly might conflict with that trustee's duty to act solely in the interests of the Charity;

"conflicted trustees" means a trustee in respect of whom a conflict exists;

"Connected Person" means, in relation to a trustee:

- (i) a child, parent, grandchild, grandparent, brother or sister of that trustee;
- (ii) the spouse or civil partner of that trustee or of any person falling within (i) above;
- (iii) a person carrying on business in partnership with that Trustee or with any person falling within (i) or (ii) above;
- (iv) an institution which is controlled:
 - (1) by that trustee or any person falling within (i), (ii) or (iii) above or (v) below; or
 - (2) by two or more persons falling within (1) above, when taken together;
- (v) a body corporate in which:
 - (1) that trustee or any person falling within (i), (ii) or (iii) or (iv) above has a substantial interest; or
 - (2) two or more persons falling within (1) above who, when taken together, have a substantial interest;

and sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;

"documents" 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;

"financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value;

"financial expert" means a person who is reasonably believed by the trustees to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;

"indemnity insurance" means insurance against personal liability incurred by any trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

"officers"	includes the trustees and the secretary (if any);
"secretary"	means any person appointed to perform the duties of the secretary of the Charity;
"taxable trading"	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
"the trustees"	means the directors of the Charity;
"unconflicted trustees"	means the trustees who do not have a conflict in relation to the matter in question;
"the United Kingdom"	means Great Britain and Northern Ireland;
"working day"	has the meaning given in section 1173 of the Companies Act 2006; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Gender-neutral language has been adopted throughout the document to align with sector best practice.

2. Liability of members

- 2.1. The liability of the members is limited.
- 2.2. Every member of the Charity shall, if the Charity is dissolved while they or it is a member or within twelve months after they cease to be a member, contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

The Powers provisions have been updated to reflect the Charities Act 2011 and recent legal developments, including the insertion of a power (article 4.12) enabling social investments as per the Charities Act 2016 and relevant case law.

4. Powers

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- 4.1. to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);

- 4.2. to buy, take on lease or in exchange, hire or otherwise acquire any property;
- 4.3. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.4. to borrow money;
- 4.5. to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 4.6. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.8. to act as a Charity Trustee of a charitable trust;
- 4.9. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity for the purposes of any of the Objects;
- 4.10. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.11. subject to article 5 and 6 to employ or engage paid or unpaid agents, staff or advisers;
- 4.12. to deposit or invest its funds in any manner including without limitation with a view to:
 - 4.12.1. directly furthering the Charity's purpose;
 - 4.12.2. achieving a financial return for the Charity; or
 - 4.12.3. achieving both of the objectives described at 4.12.1 and 4.12.2 above in accordance with and provided that the trustees comply with their duties under Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return only after obtaining such advice from a financial expert as the trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 4.13. to delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1. the investment policy is set down in writing for the financial expert by the trustees;
 - 4.13.2. timely reports of all transactions are provided to the trustees;
 - 4.13.3. the performance of the investments is reviewed regularly with the trustees;
 - 4.13.4. the trustees are entitled to cancel the delegation arrangement at any time;
 - 4.13.5. the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and

- 4.13.7. the financial expert must not do anything outside the powers of the Charity;
- 4.14. to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 4.15. to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;
- 4.16. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.17. to provide indemnity insurance for the trustees and officers of the Charity in accordance with the restrictions imposed by the Charities Act;
- 4.18. to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies; and
- 4.19. to establish or acquire subsidiaries.

The provision regarding the treatment of charity assets reinforces the legal principle that although the charity is a legal entity, its assets are held for its objectives and not for the personal benefit of members. This clause has been updated to align with current legislation on trustee and member benefits and conflict of interest management.

Amendments to articles 5 and 6 are classified as 'regulated alterations' requiring prior written consent from the Charity Commission.

5. Application of income and property

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects, but:
 - 5.1.1. A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
 - 5.1.2. A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act; and
 - 5.1.3. The Charity may indemnify any trustee or former trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.
- 5.2. A trustee may not receive any benefit or payment unless it is authorised by article 5 or article 6.
- 5.3. Subject to Article 6, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a trustee or connected person:

- 5.3.1. Receiving a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 5.3.2. Being employed by or entering into contracts with the Charity and receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- 5.3.3. receiving interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England base rate; or
- 5.3.4. receiving rent for premises let by the member to the Charity, provided the amount of the rent and the other terms of the lease must be reasonable and proper.

The provision concerning trustee benefits has been updated to reflect current best practice, ensuring trustees and connected persons do not receive unauthorized benefits. For example, permissible interest rates for trustees are now capped at the Bank of England base rate.

6. Benefits and payments to Trustees and connected persons

6.1. No trustee or connected person may:

- 6.1.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 6.1.2. sell goods, services, or any interest in land to the Charity;
- 6.1.3. be employed by, or receive any remuneration from, the Charity;
- 6.1.4. receive any other financial benefit from the Charity;

unless the payment is permitted by article 6.2 and/or article 6.3 or the trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes, or the Commission has confirmed in writing that its consent is not needed.

6.2. A trustee or connected person may:

- 6.2.1. receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way;
- 6.2.2. enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, or of goods that are not supplied in connection with services to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 to 186 of the Charities Act;
- 6.2.3. receive interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England base rate.
- 6.2.4. receive rent for premises let by the trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the trustee or connected person concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

- 6.2.5. arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the trustees in accordance with the terms of, and subject to the conditions in, .
- 6.2.6. take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

6.3. Payment for supply of goods and/or services – controls

The Charity and its trustees may only rely upon the authority provided by article 6.2.2. if each of the following conditions is satisfied:

- 6.3.1. The amount or maximum amount of the payment for the goods and/or services is set out in an agreement in writing between:
 - 6.3.1.1. the Charity or its trustees (as the case may be); and
 - 6.3.1.2. the trustee or connected person supplying the goods and/or services ("the supplier") under which the supplier is to supply the goods and/or services in question to or on behalf of the Charity.
- 6.3.2. The amount or maximum amount of the payment for the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question.
- 6.3.3. The other unconflicted trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - 6.3.3.1. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods and/or services to the Charity.
 - 6.3.3.2. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - 6.3.3.3. The reason for their decision is recorded by the trustees in the minutes.
 - 6.3.3.4. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 6.2.2 to 6.2.4 and 6.2.6.

6.4. In articles 6.2 and 6.3:

- 6.4.1. "Charity" shall include any company in which the Charity:
 - 6.4.1.1. holds more than 50% of the shares; or
 - 6.4.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.4.1.3. has the right to appoint one or more trustees to the board of the company or other legal entity.

In article 7, the phrase "**application or the applicant falls within one of the categories set out in article 9.1**" has been made consistent throughout the Articles for clarity regarding refusal of membership applications.

7. Members

- 7.1. Membership is open to individuals who:
 - 7.1.1. apply to the Charity in the form required by the trustees; and
 - 7.1.2. are approved by the trustees.
- 7.2. The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application or the applicant falls within one of the categories set out in article 9.1.
- 7.3. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 7.4. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 7.5. Membership is not transferable.
- 7.6. The trustees must keep a register of names and addresses of the members.

The redundant statement regarding notification of certain persons to the Charity Commission has been removed.

21. Trustees

- 21.1. A trustee must be a natural person aged 16 years or older.
- 21.2. No one may become a trustee if they would be disqualified from acting under the provisions of article 27.
- 21.3. The number of trustees shall be not less than four and not more than seventeen, of whom up to twelve shall be elected by members of the Charity.
- 21.4. A trustee may not appoint an alternate trustee or anyone to act on their behalf at meetings of the trustees.

The 'Declaration of trustees' interests' provision has been updated in line with best practice and the charity governance code, detailing the process for authorising a Conflicted Trustee to act despite potential conflicts or breaches of confidentiality.

33. Declaration of trustees' interests

- 33.1. A trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the trustees, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 33.2. A trustee must absent themselves from any discussions of the trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

34. Conflicts of interests

- 34.1. Any trustee who is or becomes a conflicted trustee in relation to any matter to be discussed by the trustees must:
 - 34.1.1. absent themselves from those discussions, unless the unconflicted trustees invite the conflicted trustee to remain in order to provide information to assist the unconflicted trustees in their discussions; and
 - 34.1.2. be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the trustees, and shall not be counted in the quorum for that part of the discussion.
- 34.2. Subject to the provisions of the Companies Act, and provided that they have disclosed to the other trustees the nature and extent of any interest in accordance with Article 33.1, a trustee may be an unpaid director or other officer of any undertaking in the same group as the Charity or in which the Charity or any undertaking in the same group as the Charity is otherwise interested. The conditions in Articles 33.1 and 33.2 apply to this authorisation.
- 34.3. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - 34.3.1. the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 34.3.2. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - 34.3.3. the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 34.4. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

- 34.5. Where the unconflicted trustees authorise a conflict under Article 34.3, the conflicted trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the unconflicted trustees in relation to the conflict.

The article relating to **Records and Accounts** has been updated to reflect the Charities Act 2011.

36. Records and Accounts

- 36.1. The trustees must comply with the requirements of the Charities Act and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
- 36.1.1. annual returns; and
 - 36.1.2. annual reports and accounts.
- 36.2. The trustees must also keep minutes of all:
- 36.2.1. appointments of officers made by the trustees;
 - 36.2.2. proceedings at meetings of the Charity;
 - 36.2.3. meetings of the trustees and committees of trustees including:
 - 36.2.3.1. the names of the trustees present at the meeting;
 - 36.2.3.2. the decisions made at the meetings; and
 - 36.2.3.3. where appropriate the reasons for the decisions.
- 36.3. The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 36.4. The trustees must keep accounting records as required by the Companies Acts.

A savings provision regarding technical defects in AGM notice service has been added, ensuring the validity of decisions made even if trustees are unaware of a defect at the time.

38. Notice

- 38.1. Any notice to be given to or by any person pursuant to the articles:
- 38.1.1. must be in writing; or
 - 38.1.2. must be given in electronic form.
- 38.2. The Charity may give any notice to a member either:

- 38.2.1. personally; or
- 38.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 38.2.3. by leaving it at the address of the member; or
- 38.2.4. by giving it in electronic form to the member's address; or
- 38.2.5. by means of a website.
- 38.3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 38.4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 38.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 38.6. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 38.7. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - 38.7.1. 48 hours after the envelope containing it was posted; or
 - 38.7.2. in the case of an electronic form of communication, 48 hours after it was sent.
- 38.8. A technical defect in service of any notice of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
BRITISH HUMANIST ASSOCIATION

Adopted by Special Resolution passed on 23 July 2011
amended by Special Resolution passed on 14 July 2012
amended by Special Resolution passed on 8 July 2017
amended by Special Resolution passed on 27 June 2021

1. Interpretation

1.1. The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Charity.

1.2. In the articles:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
"the articles"	means the Charity's articles of association;
"the bye laws"	means the Charity's bye laws made in accordance with article 39;
"the Charity"	means the company regulated by the articles;
"Charities Act"	means the Charities Acts 1992 to 2022;
"clear days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• 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;
"the Commission"	means the Charity Commission for England and Wales or any body which replaces it;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"conflict"	means any situation in which a trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Charity or which conflicts or possibly might conflict with that trustee's duty to act solely in the interests of the Charity;
"conflicted trustees"	means a trustee in respect of whom a conflict exists;
"Connected Person"	means, in relation to a trustee: <ul style="list-style-type: none"> (i) a child, parent, grandchild, grandparent, brother or sister of that trustee; (ii) the spouse or civil partner of that trustee or of any person falling within (i) above; (iii) a person carrying on business in partnership with that Trustee or with any person falling within (i) or (ii) above; (iv) an institution which is controlled: <ul style="list-style-type: none"> (1) by that trustee or any person falling within (i), (ii) or (iii) above or (v) below; or (2) by two or more persons falling within (1) above, when taken together; (v) a body corporate in which: <ul style="list-style-type: none"> (1) that trustee or any person falling within (i), (ii) or (iii) or (iv) above has a substantial interest; or (2) two or more persons falling within (1) above who, when taken together, have a substantial interest; <p>and sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;</p>
"documents"	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;
"financial benefit"	means a benefit, direct or indirect, which is either money or has a monetary value;
"financial expert"	means a person who is reasonably believed by the trustees to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;
"indemnity insurance"	means insurance against personal liability incurred by any trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
"officers"	includes the trustees and the secretary (if any);

"secretary"	means any person appointed to perform the duties of the secretary of the Charity;
"taxable trading"	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
"the trustees"	means the directors of the Charity;
"unconflicted trustees"	means the trustees who do not have a conflict in relation to the matter in question;
"the United Kingdom"	means Great Britain and Northern Ireland;
"working day"	has the meaning given in section 1173 of the Companies Act 2006; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Liability of members

2.1. The liability of the members is limited.

2.2. Every member of the Charity shall, if the Charity is dissolved while they or it is a member or within twelve months after they cease to be a member, contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

3. Objects

3.1. The Charity's objects ("Objects") are specifically restricted to the following:

- 3.1.1. The advancement of Humanism, namely a non-religious ethical lifestance the essential elements of which are a commitment to human wellbeing and a reliance on reason, experience and a naturalistic view of the world;
- 3.1.2. The advancement of education and in particular the study of and the dissemination of knowledge about Humanism and about the arts and science as they relate to Humanism;
- 3.1.3. The promotion of equality and non-discrimination and the protection of human rights as defined in international instruments to which the United Kingdom is party, in each case in particular as relates to religion and belief; and
- 3.1.4. The promotion of understanding between people holding religious and non-religious beliefs so as to advance harmonious cooperation in society.

3.2. To do all such other lawful things as are conducive or incidental to furthering or advancing any of the above-mentioned Objects.

3.3. In the Objects:

3.3.1. lifestance means a belief that relates the nature of life and the world to morality, values and the way its believers should live; and

3.3.2. naturalistic relates to a view of the world, and of people's relation to it, in which only the operation of natural (as opposed to supernatural or spiritual) laws and forces is admitted or assumed, and to the view that moral concepts can be analysed in terms of concepts applicable to natural phenomena.

4. Powers

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

4.1. to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);

4.2. to buy, take on lease or in exchange, hire or otherwise acquire any property;

4.3. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);

4.4. to borrow money;

4.5. to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);

4.6. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

4.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

4.8. to act as a Charity Trustee of a charitable trust;

4.9. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity for the purposes of any of the Objects;

4.10. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

4.11. subject to article 5 and 6 to employ or engage paid or unpaid agents, staff or advisers;

4.12. to deposit or invest its funds in any manner including without limitation with a view to:

4.12.1. directly furthering the Charity's purpose;

4.12.2. achieving a financial return for the Charity; or

4.12.3. achieving both of the objectives described at 4.12.1 and 4.12.2 above in accordance with and provided that the trustees comply with their duties under Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return only after obtaining such advice from a financial expert as the trustees consider necessary and having regard to the suitability of investments and the need for diversification);

- 4.13. to delegate the management of investments to a financial expert, but only on terms that:
- 4.13.1. the investment policy is set down in writing for the financial expert by the trustees;
 - 4.13.2. timely reports of all transactions are provided to the trustees;
 - 4.13.3. the performance of the investments is reviewed regularly with the trustees;
 - 4.13.4. the trustees are entitled to cancel the delegation arrangement at any time;
 - 4.13.5. the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and
 - 4.13.7. the financial expert must not do anything outside the powers of the Charity;
- 4.14. to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 4.15. to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;
- 4.16. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.17. to provide indemnity insurance for the trustees and officers of the Charity in accordance with the restrictions imposed by the Charities Act;
- 4.18. to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies; and
- 4.19. to establish or acquire subsidiaries.

5. Application of income and property

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects, but:
- 5.1.1. A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
 - 5.1.2. A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act; and
 - 5.1.3. The Charity may indemnify any trustee or former trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.
- 5.2. A trustee may not receive any benefit or payment unless it is authorised by article 5 or article 6.
- 5.3. Subject to Article 6, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a trustee or connected person:
- 5.3.1. Receiving a benefit from the Charity in the capacity of a beneficiary of the Charity;

- 5.3.2. Being employed by or entering into contracts with the Charity and receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- 5.3.3. receiving interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England base rate; or
- 5.3.4. receiving rent for premises let by the member to the Charity, provided the amount of the rent and the other terms of the lease must be reasonable and proper.

6. Benefits and payments to Trustees and connected persons

6.1. No trustee or connected person may:

- 6.1.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 6.1.2. sell goods, services, or any interest in land to the Charity;
- 6.1.3. be employed by, or receive any remuneration from, the Charity;
- 6.1.4. receive any other financial benefit from the Charity;

unless the payment is permitted by article 6.2 and/or article 6.3 or the trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes, or the Commission has confirmed in writing that its consent is not needed.

6.2. A trustee or connected person may:

- 6.2.1. receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way;
- 6.2.2. enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, or of goods that are not supplied in connection with services to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 to 186 of the Charities Act;
- 6.2.3. receive interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England base rate.
- 6.2.4. receive rent for premises let by the trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the trustee or connected person concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 6.2.5. arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the trustees in accordance with the terms of, and subject to the conditions in, .
- 6.2.6. take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

6.3. Payment for supply of goods and/or services – controls

The Charity and its trustees may only rely upon the authority provided by article 6.2.2. if each of the following conditions is satisfied:

- 6.3.1. The amount or maximum amount of the payment for the goods and/or services is set out in an agreement in writing between:
 - 6.3.1.1. the Charity or its trustees (as the case may be); and
 - 6.3.1.2. the trustee or connected person supplying the goods and/or services ("the supplier") under which the supplier is to supply the goods and/or services in question to or on behalf of the Charity.
 - 6.3.2. The amount or maximum amount of the payment for the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question.
 - 6.3.3. The other unconflicted trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - 6.3.3.1. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods and/or services to the Charity.
 - 6.3.3.2. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - 6.3.3.3. The reason for their decision is recorded by the trustees in the minutes.
 - 6.3.3.4. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 6.2.2 to 6.2.4 and 6.2.6.
- 6.4. In articles 6.2 and 6.3:
- 6.4.1. "Charity" shall include any company in which the Charity:
 - 6.4.1.1. holds more than 50% of the shares; or
 - 6.4.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.4.1.3. has the right to appoint one or more trustees to the board of the company or other legal entity.

7. Members

- 7.1. Membership is open to individuals who:
 - 7.1.1. apply to the Charity in the form required by the trustees; and
 - 7.1.2. are approved by the trustees.
- 7.2. The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application or the applicant falls within one of the categories set out in article 9.1.
- 7.3. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

7.4. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

7.5. Membership is not transferable.

7.6. The trustees must keep a register of names and addresses of the members.

8. Classes of membership

8.1. The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

8.2. The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

8.3. The rights attached to a class of membership may only be varied if:

8.3.1. three-quarters of the members of that class consent in writing to the variation; or

8.3.2. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

8.4. The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

9. Termination of membership

9.1. Membership is terminated if:

9.1.1. the member dies;

9.1.2. the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

9.1.3. any sum due from the member to the Charity is not paid in full within twelve months of it falling due;

9.1.4. the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

9.1.4.1. the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;

9.1.4.2. the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

10. Annual general meetings

10.1. An annual general meeting must be held each year within nine months of the Charity's financial year end.

11. General meetings

11.1. The trustees may call a general meeting at any time.

11.2. In addition to their rights under section 303 of the Companies Act (as amended), thirty members or one hundredth of the membership, whichever is the greater, entitled to vote at a general meeting, may requisition the trustees to call a general meeting in accordance with section 304 of the Companies Act 2006.

12. Notice of general meetings

12.1. The minimum periods of notice required to hold a general meeting of the Charity are:

12.1.1. twenty-one clear days for an annual general meeting; and

12.1.2. fourteen clear days for all other general meetings.

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

12.3. The notice must specify the date, time and, place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.

12.4. The notice must be given to all the members and to the trustees and auditors.

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

13. Quorum at general meetings

13.1. No business shall be transacted at any general meeting unless a quorum is present.

13.2. A quorum is:

13.2.1. 50 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

13.2.2. one per cent of the total membership at the time
whichever is the smaller.

13.3. If:

13.3.1. a quorum is not present within half an hour from the time appointed for the meeting; or

13.3.2. during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the trustees shall determine.

13.4. The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

13.5. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

14. Chairing general meetings

- 14.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees.
- 14.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- 14.3. If there is only one trustee present and willing to act, he or she shall chair the meeting.
- 14.4. If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

15. Adjournment of general meetings

- 15.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 15.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 15.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 15.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

16. Voting at general meetings

- 16.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - 16.1.1. by the person chairing the meeting; or
 - 16.1.2. by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 16.1.3. by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 16.2. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 16.3. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 16.4. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 16.5. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.6. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

- 16.7. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.8. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.9. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 16.10. The poll must be taken within thirty days after it has been demanded.
- 16.11. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.12. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

17. Content of proxy notices

- 17.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 17.1.1. states the name and address of the member appointing the proxy;
 - 17.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 17.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - 17.1.4. is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 17.2. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 17.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 17.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18. Delivery of proxy notices

- 18.1. A proxy notice must be delivered to the Charity at its registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in the proxy notice sent out by the Charity in relation to the meeting not less than 48 hours (excluding any part of a day that is not a working day) before the start of the meeting or adjourned meeting to which it relates. A proxy notice received after that time will be accepted at the sole discretion of the trustees.
- 18.2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person. Any such proxy notice received will be automatically revoked.

- 18.3. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18.4. A notice revoking a proxy appointment only takes effect if it is delivered 48 hours (excluding any part of a day that is not a working day) before the start of the meeting or adjourned meeting to which it relates. A notice revoking a proxy appointment received after that time will be accepted at the sole discretion of the trustees.
- 18.5. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

19. Written resolutions

- 19.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 19.1.1. a copy of the proposed resolution has been sent to every eligible member;
 - 19.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 19.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 19.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

20. Votes of members

- 20.1. Subject to article 9, every member present in person or by proxy shall have one vote on each issue.
- 20.2. Where a member has sums owing to the Charity, they shall not be able to vote until such sums due are paid.
- 20.3. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

21. Trustees

- 21.1. A trustee must be a natural person aged 16 years or older.
- 21.2. No one may become a trustee if they would be disqualified from acting under the provisions of article 27.
- 21.3. The number of trustees shall be not less than four and not more than seventeen, of whom up to twelve shall be elected by members of the Charity.
- 21.4. A trustee may not appoint an alternate trustee or anyone to act on their behalf at meetings of the trustees.

22. Powers of trustees

- 22.1. The trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 22.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- 22.3. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

23. Retirement of trustees

- 23.1. At each annual general meeting those trustees who have been elected by the members and have not been elected or re-elected at either of the two previous annual general meetings must retire together with any trustee who has been appointed by the trustees in accordance with article 25.
- 23.2. Trustees who have been appointed by the trustees in accordance with article 26 are not required to retire at annual general meetings.
- 23.3. If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

24. Election of trustees

- 24.1. Vacancies created by articles 23.1 or 27.1 or by death may be filled by any member duly nominated by members of the Charity in accordance with the bye laws.
- 24.2. When the number of candidates does not exceed the number of vacancies, the names of duly nominated candidates shall be submitted individually to the annual general meeting for approval and only those candidates so approved shall be deemed elected.
- 24.3. When the number of candidates exceeds the number of vacancies there shall be an election by a postal ballot of paid up members of the Charity and otherwise in accordance with the bye laws.
- 24.4. A person elected to the Board for two successive three-year terms may not again be a candidate until the election following the one at which they retired.

25. Appointment of trustees to fill casual vacancies

- 25.1. Should a vacancy in the number of trustees elected by the members occur at any time, the trustees may appoint a member who is willing to act to be a trustee to hold office until the next annual general meeting.

26. Appointment of trustees

- 26.1. The trustees may appoint up to five members to be trustees in order to provide expertise to the Charity or to make the Board more representative of the membership.
- 26.2. Any such appointment made shall be for a fixed period not exceeding three years, whereupon the trustees may decide to renew the appointment for further periods not exceeding three years.
- 26.3. Any such appointment made shall not be subject to retirement at annual general meetings.
- 26.4. A person who has served for eight successive years as a trustee must retire and may not take up office as a trustee again until one year from the date of their retirement.

27. Disqualification and removal of trustees

- 27.1. A trustee shall cease to hold office if they:
 - 27.1.1. cease to be a trustee by virtue of any provision in the Companies Acts or are prohibited by law from being a trustee;
 - 27.1.2. are disqualified under the Charities Act from acting as a charity trustee or are prohibited by law from being a director of a company, or are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or Charities Act (Northern Ireland) 2008;
 - 27.1.3. cease to be a member of the Charity;
 - 27.1.4. become in the reasonable opinion of a majority of the other trustees, incapable by reason of mental health, illness or injury of managing and administering their own affairs, and are removed by a resolution of a majority of the other trustees;
 - 27.1.5. resign as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - 27.1.6. are absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that their office be vacated.
 - 27.1.7. are removed by a resolution passed by a majority of the other Trustees for breaching their duties as a Trustee, or for breaching the Trustees' Code of Conduct (if any), or if a majority of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Charity;

28. Proceedings of trustees

- 28.1. The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles and any rules or bye laws that they may issue or amend from time to time.
- 28.2. Any trustee may call a meeting of the trustees.
- 28.3. The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.
- 28.4. Questions arising at a meeting shall be decided by a majority of votes.
- 28.5. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 28.6. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

29. Quorum for trustees' meetings

- 29.1. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- 29.2. The quorum shall be two or a simple majority of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.

- 29.3. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 29.4. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

30. Chairing trustees' meetings

- 30.1. The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment.
- 30.2. If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- 30.3. The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to them by the trustees.

31. Resolution in writing of the trustees

- 31.1. A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that:
 - 31.1.1. a copy of the resolution is sent or submitted to all the trustees eligible to vote; and
 - 31.1.2. a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 31.2. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

32. Delegation

- 32.1. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- 32.2. The trustees may impose conditions when delegating, including the conditions that:
 - 32.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 32.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
- 32.3. The trustees may revoke or alter a delegation.
- 32.4. All acts and proceedings of any committees must be fully and promptly reported to the trustees.

33. Declaration of trustees' interests

- 33.1. A trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the trustees, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 33.2. A trustee must absent themselves from any discussions of the trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

34. Conflicts of interests

- 34.1. Any trustee who is or becomes a conflicted trustee in relation to any matter to be discussed by the trustees must:
 - 34.1.1. absent themselves from those discussions, unless the unconflicted trustees invite the conflicted trustee to remain in order to provide information to assist the unconflicted trustees in their discussions; and

- 34.1.2. be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the trustees, and shall not be counted in the quorum for that part of the discussion.
- 34.2. Subject to the provisions of the Companies Act, and provided that they have disclosed to the other trustees the nature and extent of any interest in accordance with Article 33.1, a trustee may be an unpaid director or other officer of any undertaking in the same group as the Charity or in which the Charity or any undertaking in the same group as the Charity is otherwise interested. The conditions in Articles 33.1 and 33.2 apply to this authorisation.
- 34.3. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - 34.3.1. the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 34.3.2. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - 34.3.3. the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 34.4. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.
- 34.5. Where the unconflicted trustees authorise a conflict under Article 34.3, the conflicted trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the unconflicted trustees in relation to the conflict.

35. Validity of trustees' decisions

- 35.1. Subject to article 35.2, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - 35.1.1. who was disqualified from holding office;
 - 35.1.2. who had previously retired or who had been obliged by the constitution to vacate office;
 - 35.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 - if without:
 - 35.1.4. the vote of that trustee; and
 - 35.1.5. that trustee being counted in the quorum;

the decision has been made by a majority of the trustees at a quorate meeting.
- 35.2. Article 35.1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon them by a resolution of the trustees or of a committee of trustees if, but for article 35.1, the resolution would have been void, or if the trustee has not complied with article 35.

36. Records and Accounts

- 36.1. The trustees must comply with the requirements of the Charities Act and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
 - 36.1.1. annual returns; and
 - 36.1.2. annual reports and accounts.
- 36.2. The trustees must also keep minutes of all:
 - 36.2.1. appointments of officers made by the trustees;
 - 36.2.2. proceedings at meetings of the Charity;
 - 36.2.3. meetings of the trustees and committees of trustees including:
 - 36.2.3.1. the names of the trustees present at the meeting;
 - 36.2.3.2. the decisions made at the meetings; and
 - 36.2.3.3. where appropriate the reasons for the decisions.
- 36.3. The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 36.4. The trustees must keep accounting records as required by the Companies Acts.

37. Means of communication to be used

- 37.1. Subject to the articles, anything sent or supplied to the Charity 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 to the Charity.
- 37.2. Subject to the articles, anything sent or supplied by the Charity 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 the Charity, including by the means of a website.
- 37.3. Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

38. Notice

- 38.1. Any notice to be given to or by any person pursuant to the articles:
 - 38.1.1. must be in writing; or
 - 38.1.2. must be given in electronic form.
- 38.2. The Charity may give any notice to a member either:

- 38.2.1. personally; or
 - 38.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 38.2.3. by leaving it at the address of the member; or
 - 38.2.4. by giving it in electronic form to the member's address; or
 - 38.2.5. by means of a website.
- 38.3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 38.4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 38.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 38.6. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 38.7. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 38.7.1. 48 hours after the envelope containing it was posted; or
 - 38.7.2. in the case of an electronic form of communication, 48 hours after it was sent.
- 38.8. A technical defect in service of any notice of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

39. Rules

- 39.1. The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 39.2. The bye laws may regulate the following matters but are not restricted to them:
- 39.2.1. the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 39.2.2. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 39.2.3. 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;
 - 39.2.4. the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - 39.2.5. generally, all such matters as are commonly the subject matter of company rules.

- 39.3. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 39.4. The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 39.5. The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

40. Dissolution

- 40.1. The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - 40.1.1. directly for the Objects; or
 - 40.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 40.1.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 40.2. Subject to any such resolution of the members of the Charity, the trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - 40.2.1. directly for the Objects; or
 - 40.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 40.2.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 40.3. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with articles 40.1 and/or 40.2 is passed by the members or the trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.