

ARTICLES OF ASSOCIATION

Company No: 06452601

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION**

OF

**ENT UK TRADING AS BRITISH ACADEMIC CONFERENCE IN
OTOLARYNGOLOGY (BACO) AND BRITISH ASSOCIATION OF
OTORHINOLARYNGOLOGY - HEAD AND NECK SURGERY
(BAO-HNS)**

INCORPORATED ON 13 DECEMBER 2007

AMENDED BY SPECIAL RESOLUTION DATED 1 FEBRUARY 2008

AMENDED BY SPECIAL RESOLUTION DATED 13 SEPTEMBER 2019

AMENDED BY SPECIAL RESOLUTION DATED 8 APRIL 2022

1. PRELIMINARY

The regulations contained in Table C in the Schedule of the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

“these Articles” these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

“Affiliate Member” such persons with a professional interest in Otolaryngology (for example general practitioners with a special interest, specialist nurses, medical students, audiologists and overseas members) which are admitted as an Affiliate Member in accordance with Article 3

“Board” the Board of Trustees

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“Chair” the Chair of the Trustees or the Chair of a Committee

“clear days” in relation to the period of a notice, that period between the day following the day when the notice is given or deemed to be given and the day on which it is to take effect.

“Companies Act 1985” the Companies Act 1985 (as amended from time to time)

“Companies Act 2006” the Companies Act 2006 (as amended from time to time)

“the Company” the company intended to be regulated by these Articles

“the Council” means the management committee run by representatives of ENT UK as further described in Article 13

“electronic address” any address or number used for the purposes of sending or receiving documents or information by electronic means

“executed” includes any mode of execution

“Full Member” medically qualified practitioners in the United Kingdom or Republic of Ireland who devote or have devoted a substantial part of their time to the care of patients in Otorhinolaryngology - Head and Neck surgery (for example, Consultants, trainees, staff and associate specialists, Audiological physicians, Honorary Members and Life Members) which are admitted as a Full Member in Accordance with Article 3 and whose name is entered in the register of members as a Full Member.

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006

“Honorary Members” an individual who, in recognition of his or her contribution to the specialty of Otorhinolaryngology - Head and Neck Surgery or related areas of knowledge (and for the avoidance of doubt

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such Honorary Member may be a Full Member), and in accordance with the by-laws, is deemed by the Trustees to be worthy of honorary membership of the Company, and the rights relating to honorary membership shall be set out in the by-laws from time to time

“In writing” hardcopy form or to the extent agreed by the recipient (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

“Lay Member” a person admitted to Membership by the Board of Trustees as a Lay Trustee, Lay Member or Lay Chair of a Committee (for example, the Financial Audit Committee) or as a Lay Advisor. Such persons pay no subscription. They are deemed to be Full Members.

“Life Members” a Full Member of the Company who has returned and elected to pay a life membership subscription as set out in the by-laws

“Member” one or both of a Full Member or Affiliate Member as the case may be

“the Memorandum” the Memorandum of Association of the Company from time to time

“office” the registered office of the Company

“the seal” the common seal of the Company (if any)

“secretary” the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

“the Trustee Board” the board of Trustees from time to time

“the Trustees” the Trustees for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company. The directors are charity trustees as defined by section 97 of the Charities Act 1993

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“the Statutes” the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force in relation to companies and affecting the Company

“the United Kingdom” Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. The singular shall include the plural. Persons shall include corporations.

2.3 A reference to any Statute shall include unless the context otherwise requires a reference to that Statute or Statutory provision as modified, replaced, re-enacted or consolidated and in force time to time and any subordinate legislation made under the relevant Statute or Statutory provision.

2.4 The word “address” where it appears in these Articles includes postal address and, where applicable, electronic address.

3. MEMBERS

3.1 Such persons as are admitted to membership in accordance with these Articles shall be Full Members, Honorary Members or Lay Members of the Company.

3.2 All other persons from time to time admitted to Affiliate Membership in accordance with these Articles shall be Affiliate Members of the Company. Affiliate Members shall not be members of the Company for the purposes of the Act but shall otherwise have the rights and obligations attributed hereto under or pursuant to these Articles.

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- 3.3 No person shall be admitted as a Full Member, Honorary Member, Lay Member or Affiliate Member of the Company unless they fall within the definitions as stated above.
- 3.4 Every person who wishes to become a Full Member or Affiliate Member shall deliver to the Company an application for membership in such form as the Trustees require to be executed by him or her agreeing to be bound by the Memorandum of Association of the company and these Articles and being so admitted his or her name shall if a Full Member be entered in the register of members of the Company as a member or if an Affiliate Member shall be entered in the register of Affiliate Members from time to time.
- 3.5 Every person who fulfils the criteria for membership as determined by the Trustees from time to time may be a Full Member or an Affiliate Member (as appropriate) of the Company.
- 3.6 A Full Member or Affiliate Member may subject to all monies presently payable by him or her to the Company and pursuant to any rules or by-laws made by the Trustees pursuant to Article 21 or otherwise having been paid at any time withdraw from the Company by giving at least thirty clear days' notice to the Company provided that after such withdrawal the number of Full Members remaining is not less than two.
- 3.7 Full Membership or Affiliate Membership shall not be transferable and shall cease on:
- 3.7.1 the death or a member; or
- 3.7.2 if a member becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 3.8 If a Full Member shall cease to fulfil the criteria for being a Full Member then he/she shall cease to be a Full Member immediately thereon and shall become an Affiliate Member if he/she meets the criteria for being an Affiliate Member. If an Affiliate Member ceases to fulfil the criteria for

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being an Affiliate Member then he/she shall cease to be an Affiliate Member.

- 3.9 A Full Member or Affiliate member shall not be entitled to any refund of subscription or membership fees outstanding at the date of ceasing to be such a Full Member or Affiliate Member.
- 3.10 The Trustees shall have an absolute discretion in determining whether to accept or reject any application for Full membership or Affiliate membership and shall not be bound to assign any reason for their decision. The Trustees may establish other classes of membership with different rights and obligations and shall record these rights and obligations in the register of Full Members and register of Affiliate Members or elsewhere (as appropriate).

4. GENERAL MEETING

- 4.1 The Company shall in each year hold a general meeting as its general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2 The Trustees may call general meetings at any time. The Company Secretary or General Manager shall take minutes of all general meetings.
- 4.3 The Trustees shall, on the requisition of at least 20 Full Members pursuant to the provisions of the Act, comply with their obligations under the Act to forthwith proceed to convene an extraordinary general meeting for a date which is in any case not later than seven weeks after receipt of the requisition.

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5. NOTICE OF GENERAL MEETING

- 5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the profit and loss account, balance sheet, and the reports of the Trustees and auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration for, the auditors.
- 5.3 Subject to the provisions of these Articles notice of general meetings shall be given to all Full Members, Honorary members, Lay Members, Affiliate Members, to all Trustees and to the auditors.
- 5.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Companies Act 2006.
- 5.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall be given in accordance with the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.
- 5.7 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and it notice is sent in either

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way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

6. PROCEEDINGS AT GENERAL MEETING

- 6.1 No business ordinarily shall be transacted at any general meeting unless a quorum of Full Members is present (subject to 6.2 below). In the first instance, a quorum shall be at least 20 Full Members present in person or by proxy or by a duly authorised representative.
- 6.2 If within half an hour after the time appointed for the general meeting a quorum is not present, those present, if no fewer than 8 Full Members present in person and entitled to vote upon the business to be transacted, shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Should there be fewer than 8 Full Members present then the general meeting shall be adjourned to a date and place likely to enable a quorum to be present.
- 6.3 The Chair of the Trustees shall preside as Chair as every general meeting of the Company, or if there is no such chair, or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees present shall elect one of their number to be Chair of the meeting.
- 6.4 If at any meeting no Trustee is willing to act as Chair or if no Trustee is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be Chair of the meeting.
- 6.5 The Chair may, with the consent of any meeting at which a quorum is present adjourn the meeting to another time and/or place. No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

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- 6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 6.7 A declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.8 In the case of an equality of votes the Chair of the meeting shall be entitled to a casting vote in addition to any other vote which he/she may have.

7. VOTES OF MEMBERS

- 7.1 On a show of hands and on a poll every Full Member present in person or by proxy by a duly authorised representative shall have one vote.
- 7.2 Honorary Members, Lay Members and Affiliate Members may attend meetings but shall not be entitled to vote.
- 7.3 No Full Member shall be entitled to vote at any general meeting unless all monies presently payable by him/her to the Company pursuant to any rules or by-laws made by the Trustees under Article 21 or otherwise have been paid.
- 7.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

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8. TRUSTEES

8.1 Trustees shall be appointed as provided subsequently in the Articles.

9. POWERS OF TRUSTEES

9.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company and who may delegate such management functions to the Council as they decide from time to time in accordance with Article 9.2.3. (No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.)

9.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:

9.2.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects of the Company and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;

9.2.2 to enter into contracts on behalf of the Company;

9.2.3 to delegate such powers to the Council as determined by the Trustees from time to time and to make suitable by-laws and terms of reference in respect of the powers and constitution of the Council (as appropriate) from time to time. Any such delegation, by-laws and/or terms of reference may be made subject to any conditions the Trustees may

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impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of the Council (or any other committee established by the Trustees) shall be governed by the Articles regulating the Trustees so far as they are capable of applying.

9.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

9.4 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest). A Trustee may not vote on any matters where he or she has a personal interest. Such conflicts should be reported in writing and reviewed regularly.

10. APPOINTMENT AND RETIREMENT OF TRUSTEES

10.1 The Company shall have up to 10 Trustees with a minimum of 4. The Council shall be entitled to appoint a maximum of 4 Trustees, being the President, the President Elect, the Honorary Treasurer and the Honorary Secretary of the Council. Further Trustees may then be appointed by those Trustees whom the Council has appointed. Two of those further Trustees shall be Lay Trustees who shall also be Lay Members of the Company. In addition, the Trustees may co-opt onto the Trustee Board, persons, who are not trustees of the Company, for the purposes receiving advice or counsel. These persons may be accorded Lay Membership but shall not have voting rights. They may be removed from the Trustee Board at any time by decision of the Board.

10.2 The Trustees shall approve and may approve any variations to the by-laws governing the nomination and election or persons to the Trustee

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Board and the Council. These by-laws shall be framed so as to ensure, in so far as is practical:-

- 10.2.1 that persons shall be appointed as Trustees for the period of time they are in office for the positions set out Article 10.1. Other Trustees shall serve for the period specified in the terms of their appointment or any extension thereof.
- 10.2.2 the President shall be the Chair of the Board. Trustees will elect one of their number as Deputy Chair and may determine the period for which he or she is to hold such office but shall, in the first instance, be one year. The Deputy Chair shall be eligible for re-election. Both the Chair and Deputy Chair retains his/her vote as a Trustee. In the event of a tied decision the Chair shall have a (second) casting vote;
- 10.3 A Trustee shall not be entitled to appoint an alternate Trustee.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 11.1 A Trustee shall cease to hold office if she/he:
 - 11.1.1 ceases to be a Trustee by virtue of any provision in the Statutes or is otherwise prohibited by law from being a director or trustee;
 - 11.1.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 11.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 11.1.4 resigns his or her office by notice to the Company (but only if at least Two Trustees will remain in office when the notice of resignation is to take effect);
 - 11.1.5 is absent without the permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that his or her office be vacated: or

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11.1.6 is removed from office at a duly convened meeting of Full Members by ordinary resolution

12. PROCEEDINGS OF TRUSTEES

12.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees, giving reasonable notice of not less than 10 working days. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. When a matter is put to a vote all trustees who have the right to vote shall have one vote each. In the case of an equality of votes, the Chair of the Trustees shall have a second or casting vote.

12.2 The quorum for the transaction of the business of the Trustees shall be 2 until such time there are a minimum of 4 Trustees appointed in accordance with Article 10. Thereafter, the quorum may be fixed by the Trustees and unless so fixed at any other number shall consist of at least two Trustees appointed by the Council and two Trustees appointed by the Board PROVIDED ALWAYS that there shall be a minimum quorum of 4.

12.3 The Trustees may act notwithstanding any vacancies in their number, but, 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.

12.4 All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustees or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

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- 12.5 A resolution in writing, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 12.6 Any Trustee may participate in a meeting of the Trustees, the Council, or a committee, constituted by the Board, of which he or she is a member by means of a conference telephone, conference video call or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, a trustee participating in such manner shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 12.7 Any bank account in which any part of the assets of the Company is deposited shall be operated in accordance with the instructions of the Trustees and shall indicate the name of the Company.
- 12.8 The Trustees shall not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

13. THE COUNCIL AND THE BOARD

- 13.1 The following officers shall be appointed to the Council:
- 13.1.1 President;
 - 13.1.2 President Elect;
 - 13.1.3 Honorary Treasurer; and
 - 13.1.4 Honorary Secretary

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13.2 The officers appointed in accordance with Articles 13.1 shall be appointed for such terms and on such conditions as the Board and the Council (as appropriate) shall think fit and each of the Board and/or the Council may terminate such appointments (as appropriate).

14. GENERAL MANAGER

14.1 Subject to the provisions of the Companies Act 1985, the General Manager (who shall also be the company secretary) shall be appointed by the Trustees at such remuneration and upon such conditions as they may think fit and any General Manager so appointed may be removed by them. Where necessary, for example when there is a period of time when no appointment has been made or when an appointee has yet to start, the Honorary Secretary may assume some of the duties of the General Manager for a limited period of time subject to 14.2 below. The Honorary Secretary shall receive no remuneration for undertaking such duties but they shall receive all reasonable expenses.

14.2 A provision of the Companies Act 1985 or these Articles requiring or authorising a thing to be done by or to a Trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the secretary.

15. MINUTES

The Trustees shall cause minutes to be recorded and filed for the purposes:

15.1 of recording the names and addresses of all Full Members and Affiliate Members;

15.2 of all appointments of officers; and

15.3 of all proceedings at meetings of the Company and of the Trustees and the Council or any other committees including the names of Trustees and members (as appropriate) present at each such meeting.

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16. SEAL

16.1 The Company may have a seal which shall only be used with the authority of the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Trustee and by the secretary or another Trustee.

17. ACCOUNTS

17.1 No member shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Company.

17.2 The Trustees must prepare accounts and keep accounting records as required by the Companies Act 1985.

17.3 The Trustees must comply with the requirements of the Charities Act 1993 with regard to the statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Charities Commission.

17.4 The Trustees shall notify the Charities Commission of any changes to the Company's entry on the Central Register of Charities.

18. NOTICES

18.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.

18.2 The Company may give notice to a Full Member, Honorary Member, Lay Member or Affiliate Member either personally or by sending it by first class post in a pre-paid envelope addressed to the Members listed above at the Member's main address or by leaving it at that address or by giving it in electronic form to an address or mobile number for the time

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being notified to the Company by the Member. A Member who gives the Company an address which is outside the United Kingdom for the giving of notices shall be entitled to receive any notice from the Company.

18.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. A notice in electronic form shall be deemed to have been given at the expiration of 24 hours after the time it was sent.

18.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, then reliance will be first placed on notices sent by electronic means. Should this means fail, then, as a last resort, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all Full Members or Affiliate Members at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post (if by then reinstated) or by electronic means at least seven days prior to the meeting.

19. WINDING UP

19.1 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of The Company shall have effect as if the provisions thereof were repeated in these Articles.

20. INDEMNITY

20.1 In the lawful execution of his/her duties and the exercise of their rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he/she may otherwise be entitled) every Trustee or

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other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him/her and arising by reason of any improper investment made by or for the Company in good faith (so long as he/she shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him/her in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him/her or by reason of any other matter or thing other than deliberate fraud, wrong doing or wrongful omission on the part of the trustee or other officer of the Company who is sought to be made liable.

- 20.2 The Trustees shall have the power to purchase and maintain for the benefit of any trustee (including an alternate trustee), officer or auditor of the Company or any company which is a holding company, subsidiary or a fellow subsidiary of the Company, Insurance against any such liability as is referred in section 310 (1) of the Companies Act 1985 and, subject to the provisions of the Act, against any other liability which may attached to him/her for the loss or expenditure which he/her may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject to the provisions of the Companies Act 1985, to indemnify any such person out of the assets of the Company against all losses or liabilities which he/her may sustain or incur in or about the execution of the duties of this office or otherwise in relation thereto and, without prejudice to the foregoing to grant any such indemnity after the occurrence of the event giving rise to any such liability. The insurance shall not extend to any claim arising from any act or omission which:
- 20.2.1 the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or not; and

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20.2.2 the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the charity.

21. RULES OR BY-LAWS

21.1 The Trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or by-laws regulate:

21.1.1 the admission and classification of Full Members, Honorary Members, Lay Members or Affiliate Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which such Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Full Members or Affiliate Members;

21.1.2 the conduct of Full Members, Honorary Members, Lay Members and Affiliate Members of the Company in relation to one another, and to the Company's servants;

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

21.1.4 the procedure at general meetings, the meetings of the Trustees and the meetings of the Council and the Board in so far as such procedure is not regulated by these Articles;

21.1.5 the constitution and powers of the Council;

21.1.6 and, generally, all such matters as are commonly the subject matter of such rules, provided, nevertheless, that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.

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- 21.2 The Trustees shall have power to alter or repeal the rules or by-laws referred to in Article 21.1 and to make additions thereto. The Trustees shall adopt such means as they deem sufficient to bring to the notice of members all such rules or by-laws made pursuant to this Article 21 which, so long as they shall be in force, shall be binding on all Members.
22. **DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**
- 22.1 Where the Statutes permit the Company to send documents or notices to its Members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Statutes.
23. Subject to any requirement of the Statutes documents and notices may be sent to the Company in electronic form to the address or mobile specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.
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