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Alzheimer's Society

Articles of Association

As adopted by special resolution
10 October 2017

Articles of Association of Alzheimer's Society

The Companies Act 2006

Company limited by guarantee and not having a share capital

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(As adopted by Special Resolution on 10 October 2017)

Interpretation

1 In these Articles, unless the context requires otherwise:

‘the Act’	means the Companies Act 2006;
‘Appointed Trustee’	means a Trustee appointed under Articles 42 and 43;
‘these Articles’	means these new Articles of Association of the Company;
‘the Board’	means the Board of Trustees of the Company, as set out at Article 30;
‘Charities Legislation’	means the Charities Acts 1992 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;
‘Charities Act’	means the Charities Act 2011;
‘Chair’	means the Honorary Chair appointed in accordance with Article 38 to 39;
‘Clear days’	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘Company’	means the company called Alzheimer’s Society;
‘Elected Trustee’	means a Trustee elected or appointed, as the case may be, under Articles 45 to 47;
‘Electorate’	means the electorate that shall elect the Elected Trustees, as determined in the Rules;
‘Electronic Communication’	means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;
‘Financial Expert’	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
‘Member’	means a member of the Company, as set out at Article 8;
‘Model Articles’	means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229);
‘Nominations and Appointments Committee’	means a committee established by the Board in accordance with Article 65;
‘Objects’	means the Company’s objects set out in Article 2;
‘Rules’	means the rules of the Company established by the Board pursuant to Article 92;
‘the Seal’	means the common seal of the Company;
‘Secretary’	means any person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary;
‘SORP’	means the Statement of Recommended Practice issued by the Charity Commission;
‘Statutes’	means the Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning

companies in so far as they apply to the Company;

'Trustee' means a director of the Company, who is a charity trustee as prescribed by section 177 of the Charities Act

'the United Kingdom' means Great Britain and Northern Ireland;

- (a) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
- (c) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification in force at the date at which these Articles become binding on the Company.
- (d) The Model Articles shall not apply to the Company.

A reference to a statute, statutory provision, regulation or guidance or statement of the Charity Commission is a reference to it as amended, extended or re-enacted from time to time.

Objects

2 The Company's Objects are:

- i) to relieve and treat and promote the relief and treatment of people with Alzheimer's disease and other dementias and to provide support for such persons, their families and carers;
- ii) to promote, support and carry out research, and to disseminate the results of such research for the public benefit into the cause and possible cures whether partial or complete, and the possible prevention of the said disease and other dementias.

Powers

3 The Company has the following powers, which may be exercised only in promoting the Objects:

- (a) to provide advice or information;
- (b) to carry out campaigning and advocacy, provided that the Trustees are satisfied that any proposed campaigning and advocacy will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the Company promotes the Objects;
- (c) to carry out research and to publish and distribute the useful results;
- (d) to provide, publish or distribute information;
- (e) to advertise in such manner as may be thought expedient;
- (f) to co-operate with other bodies and to exchange information and advice with them;
- (g) to support, administer or set up other charities or to establish charitable trusts for any particular purposes of the Company and to act as trustee of any charity or special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its Objects;
- (h) to accept gifts and to raise funds (including by issuing debt instruments), but not by means of Taxable Trading, to carry on trade in the course of carrying out the Objects and in its discretion to disclaim any particular contribution;
- (i) to receive and administer bequests and donations;
- (j) to borrow money and give security for loans or other obligations (but only in accordance with the restrictions imposed by Charities Legislation) including entering into any related derivative arrangement, but only where the derivative arrangement is:
 - (i) ancillary to the transaction;

- (ii) an integral part of managing the Company's debt entered into in order to manage risk association with the transaction; and
- (iii) not a purely speculative transaction;
- (k) to acquire or hire property of any kind, and to alter and maintain any such property as may be required from time to time;
- (l) to sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by Charities Legislation);
- (m) to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Trustees;
- (n) to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- (o) to deposit or invest in funds in any manner (but to invest 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) provided that the Company shall have power to retain any investments donated to it;
- (p) to delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the investment policy is set down in writing for the Financial Expert by the Trustees;
 - (ii) timely reports of all transactions are provided to the Trustees;
 - (iii) the performance of the investments is reviewed regularly with the Trustees;
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) 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
 - (vii) the Financial Expert must not do anything outside the powers of the Trustees;
- (q) to arrange for investments or other property of the Company 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;
- (r) to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- (s) to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- (t) to provide indemnity insurance for the Trustees pursuant to Article 94;
- (u) subject to the limitations set out in these Articles, to employ paid or unpaid agents staff or advisers;
- (v) to enter into contracts to provide services to or on behalf of other bodies;
- (w) to establish, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity for any of the Objects;
- (x) to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity; and
- (y) to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects, provided that the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Application of funds

- 4 The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members, and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing in these Articles shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Trustee) for any services rendered to the Company;
- (b) of interest on money lent by any Trustee (also being a Member) at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
- (c) of reasonable and proper rent for premises demised or let by any Trustee (also being a Member);
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the capital of that company;
- (e) to any Trustee of reasonable out-of pocket expenses; and
- (f) of any payments made pursuant to Article 94.

Limited liability

- 5 The liability of the Members is limited.

Guarantee

- 6 Every Member undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Winding up and dissolution

- 7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 4 above, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

Members

- 8 The Members shall be the Trustees from time to time. Every Member shall be entered in the Register of Members on becoming a Member.
- 9 The rights of a Member are personal, not transferable and cease upon the death of the Member.
- 10 A person shall forthwith cease to be a Member provided that at least five Members remain on the Register of Members thereafter:
- (a) if by notice in writing to the company, the Member resigns his membership;
 - (b) if he dies;
 - (c) if his membership is terminated under any provision of any Rules made from time to time under Article 92; or

(d) if he ceases to be a Trustee, including where he is removed from office as a director by a resolution duly passed pursuant to Section 168 of the Act.

- 11 The Trustees may create associate or other classes of membership (who will not be members of the Company as referred to in the Act), and may determine and set out in the Rules (or elsewhere) the rights and obligations of any such members (including payment of subscriptions and benefits), and the conditions for admission to and termination of any such class of members. Reference to 'Members' and 'membership' in these Articles does not apply to such members.

General meetings

- 12 The Company shall in each year hold a general meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 13 The Board, or any other parties as provided by Section 303 of the Act, may, whenever they think fit, convene a general meeting. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may convene a general meeting.

Notice of general meetings

- 14 Any general meeting including an Annual General Meeting shall be called by at least 14 days' clear notice. The Company may give notice by any means or combination of means permitted by the Act and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business.
- 15 A general meeting, notwithstanding that it has been called by a shorter notice than that specified in Article 14 above, shall be deemed to have been duly called if it is so agreed by such Members having at least 90 per cent of the voting rights at the meeting intended to be convened and having the right to attend and vote at such a meeting.
- 16 There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a Member to be his proxy to attend speak and vote instead of him.
- 17 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.

Proceedings at general meetings

- 18 No business shall be transacted at any general meeting unless a quorum of Members is present; subject to Article 19 below, the quorum at a general meeting, present in person or by proxy, is five Members.
- 19 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine and the Members then present shall constitute a quorum.
- 20 The Chair, or failing him the Honorary Vice Chair, shall preside as chair at every general meeting of the Company, and if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or shall not be willing to act the Trustees present shall elect one of their number to be the chair of the meeting and if no Trustees are present or are willing to act within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be chair of the meeting. For the avoidance of doubt, where the Chair is appointed as chair of a particular meeting, the term "chair" in these Articles shall apply to him.
- 21 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took 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. Subject to these provisions, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall if he is also a Member be entitled to a second or casting vote.
- 23 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in general meeting, in accordance with Article 24 below, shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.
- 24 For the purposes of Article 23, a resolution may consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect.

Votes of Members

- 25 Subject to Article 29 on a show of hands or on a poll every Member eligible to vote and present in person or by proxy shall have one vote.
- 26 A Member shall be entitled to appoint a proxy who is a Member.
- 27 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"I / We.....[name].....
Of [address].....

.....
member / members of the above named Company hereby

appoint..... as my / our proxy to vote in my
/ our name(s) and on my / our behalf at the [Annual] General Meeting of the Company to be held on
..... 20..... and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows: Resolution No. 1 *for*
against

Resolution No. 2 *for* against

*Strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting.

Signed this..... day of 20....."

- 28 The written appointment of a proxy (with any document such as a power of attorney under which it is signed) shall:
 - (a) be sent to the registered office so as to arrive at least 48 hours before the time for holding the meeting; or
 - (b) in the case of a poll to be taken more than 48 hours after it is demanded, to be sent to the registered office so as to arrive at least 24 hours before the time appointed for taking the poll; or
 - (c) in the case of a poll not being taken forthwith but being taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded and handed personally to the chair of the meeting, the Secretary or any Trustee. An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Eligibility to vote at general meeting

- 29 A Member of unsound mind, or in respect of whom an order has been made by any court having competent jurisdiction, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of the committee, receiver, or curator bonis appointed by that court.

Board of Trustees

- 30 The Board shall comprise a maximum of twelve (12) persons consisting of:
- (a) up to two (2) Elected Trustees elected or appointed, as the case may be, under Articles 45 to 47; and
 - (b) up to eight (8) Appointed Trustees, appointed under Articles 42 and 43; and
 - (c) two (2) Honorary Officers appointed pursuant to Article 38,
- and the Appointed Trustee or Elected Trustee who is selected as Vice-Chair in accordance with Article 40 shall also be referred to as an “Honorary Officer” whilst in that post.
- 31 Subject to Article 33 and 34, a Trustee shall be appointed or elected, as the case may be, for a term of three years or, if not appointed at an Annual General Meeting, up to the Annual General Meeting immediately following the third anniversary of the Trustee’s appointment. In this Article a ‘year’ means the period from one Annual General Meeting to the next.
- 32 Trustees may serve for a maximum of three terms in total and are not eligible to be appointed or elected for any further term.
- 33 Where a casual vacancy occurs for whatever reason, the Board may appoint a person who has been recommended by the Nominations and Appointments Committee to fill that vacancy, to hold office, subject to Article 34, only until the day which is the end of the term of the Trustee in whose place he is appointed.
- 34 The Board of Trustees may agree a shorter term of office than as set out in Article 31, prior to the appointment or nomination of a Trustee.
- 35 The retirement of Trustees retiring at an Annual General Meeting shall be effective from the conclusion of that Annual General Meeting.
- 36 No person may become a Trustee except a person who:
- (a) is an individual of 18 or more years of age;
 - (b) becomes a Member; and
 - (c) is not an employee of the Company or an employee of a wholly owned subsidiary of the Company.
- 37 Subject to the provisions of the Acts, the Company may by ordinary resolution under Section 168 of the Act, of which special notice has been given in accordance with Section 312 of the Act, remove any Trustee, however appointed or elected, before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Trustee.

Honorary Officers

- 38 Subject to Article 40 the Board may appoint in accordance with the selection procedures set out in Articles 42 and 43 any person to either of the Honorary Offices set out in Article 39 below, on such terms as the Board thinks fit.
- 39 The Honorary Officers referred to in Article 38 are:
- (a) the Honorary Chair;
 - (b) the Honorary Treasurer.
- 40 In accordance with the Rules the Board shall select from among the Appointed and Elected Trustees a Vice Chair (who shall be an Honorary Officer).

Appointment and retirement of Appointed Trustees

- 41 The procedure for appointing Appointed Trustees shall be in accordance with Articles 42-43 below.
- 42 The Nominations and Appointments Committee shall use any means that they see fit to identify, and recommend individuals to be appointed to the Board as Appointed Trustees (and Honorary Officers) in accordance with such Rules as may from time to time be adopted by the Board.
- 43 The Board shall ratify the candidates recommended by the Nominations and Appointments Committee and shall appoint such candidates to the Board.

Election and retirement of Elected Trustees

- 44 The procedure for electing Elected Trustees is as set out in Articles 45 to 46 below.
- 45 The Nominations and Appointments Committee shall advertise vacancies for Elected Trustees using such means as they deem fit and shall identify and recommend individuals to be Elected Trustees in accordance with such Rules as may from time to time be adopted by the Board.
- 46 The Board shall ratify the candidates nominated by the Nominations and Appointments Committee and shall put them forward to the Electorate for election pursuant to a ballot in accordance with Articles 48 to 51 which shall specify the number of vacancies to be filled, to be concluded prior to the Annual General Meeting.
- 47 The Trustees may at any time appoint, in accordance with Article 33, any person who has been recommended by the Nominations and Appointments Committee to fill a vacancy of an Elected Trustee not filled at an Annual General Meeting under Article 46.

Ballot

- 48 The Elected Trustees shall be elected by means of a ballot, which shall be conducted in such manner as the Board may from time to time by Rules determine. Only the Electorate shall be entitled to receive a ballot paper and each member of the Electorate shall have one vote in respect of each vacancy.
- 49 The accidental omission to issue a ballot paper to, or the non-receipt of a ballot paper by, any member of the Electorate entitled to receive the same, shall not invalidate any ballot or the result of any election on the basis of such ballot.
- 50 Those elected as Elected Trustees by the ballot shall in turn be those who received respectively the greatest number of votes, the next greatest number, and so on in descending order until the number of vacancies has been filled. In the event of an equality of votes the matter will be dealt with at the discretion of the Board.
- 51 The result of such postal ballot as declared by the chair at a general meeting shall be conclusive for the purposes of determining who shall be elected at that general meeting in accordance with these Articles and each person so elected shall take office immediately upon the conclusion of the relevant Annual General Meeting.

Expenses

- 52 Trustees shall be entitled to be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or in connection with the business of the Company.

Borrowing powers

- 53 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and duties of the Board

- 54** Subject to these Articles, including Article 55 below, the Board are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company and do on behalf of the Company all such acts as may be done by the Company and as are not by Statutes or by the Articles required to be done by the Company in general meeting.
- 55** The Board may not do or permit any act or omission which would prejudice the charitable status of the Company.
- 56** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 57** The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of Honorary Officers and members of Board Committees appointed by the Board, and all appointments or elections of Trustees; of the names of the Trustees present at each meeting of the Board and of any committee of the Board;
 - (b) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

Disqualification of Trustees

- 58** A person ceases to be a Trustee if he:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) is disqualified from acting as a trustee by virtue of any provision in the Act or by Sections 178 to 180 of the Charities Act 2011; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Company (but only if at least five Trustees will remain in office when the notice of resignation is to take effect); or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Article 59 and the Board resolve that his office be vacated; or
 - (f) ceases to be a Member; or
 - (g) has been absent from three consecutive Board meetings without agreement of the Board; or
 - (h) is required by a majority of the Board to resign his office.

Conflicts of interest

- 59** A Trustee must declare to the other Trustees any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Company unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 60** An interest of a Trustee to be disclosed under Article 59 may be declared at a meeting of the Board, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 61** If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Trustees may authorise such a conflict of interest if each of the following conditions are satisfied:
- a) the Trustee is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;

- (b) the Trustee 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; and
- (c) the remaining Trustees are satisfied and agree that it is in the interests of the Company to authorise the conflict of interest which has arisen.

62 A conflict of interest arising for a Trustee because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out in Article 61 above if such a conflict does not involve a direct or indirect benefit of any nature to a Trustee.

Board delegated powers and committees

63 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to such person or committee; by such means (including by power of attorney); to such an extent; in relation to such matters, and on such terms and conditions as it thinks fit.

64 With regards to committees, the Board may delegate to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as it is reasonably practicable.

65 There shall be established and retained by the Board a Nominations and Appointments Committee comprising an independent member who is experienced in the process of appointment and selection as appointed by the Board who shall not be a Trustee, and such other persons as may be specified in Rules formulated for the purpose by the Board pursuant to Article 92.

66 Any committee of the Board may appoint a person or persons who are not Trustees to attend (for as long as appointed) meetings of that committee and such person or persons shall have powers as given under the Terms of Reference of that committee ("external members"). The appointment of external members to any committee shall be subject to the prior approval of the Nominations and Appointments Committee and the Board.

67 The powers, constitution and conduct of any committees of the Board, and the terms of office of its members shall be as agreed by the Board from time to time, and as established under the Rules as described in Article 92.

Proceedings of the Board and Board committees

68 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Trustee for the time being absent from the United Kingdom.

69 The quorum necessary for the transaction of the business of the Board shall be five Trustees.

70 The continuing Trustees may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Trustees, the continuing members or Trustee may act for the purpose of increasing the number of Trustees to that number, or of summoning a general meeting of the Company, but for no other purpose.

71 The Chair shall chair all Board meetings. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the same, the Honorary Vice Chair shall chair such meeting and in the event that neither the Chair nor Honorary Vice Chair is present at that time the Trustees present may choose one of their number to be chair of the meeting.

72 A resolution in writing, signed by a minimum of 75% of the Trustees for the time being entitled to receive notice of a meeting of the Board all of whom shall receive the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Signature shall for these purposes include an Electronic Communication.

73 All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Trustee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

- 74** Any meeting of the Board or a committee of the Board may take place via the telephone communication system or by audio-visual 'conference' links and all the members so participating may be taken into account for the purpose of establishing whether a quorum exists for the meeting of the Board or (as the case may be) a committee of the Board and any resolution passed at such a meeting shall be as valid and effective as if it had been passed at a meeting duly convened and held.

Secretary

- 75** A Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by it. Provided always that no Trustee may occupy the salaried position of Secretary.
- 76** A provision of the Act 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.

The Seal

- 77** The Board shall provide for the safe custody of the Seal, which may be used at the discretion of the Secretary and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board for the purpose. Where the Seal is not used (and it need not be), instruments shall be executed in accordance with Section 44 of the Act.

Accounts

- 78** The Board shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Company at any time.
- 79** The books of account shall be kept at the registered office of the Company, or, subject to section 388 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of any Trustee.
- 80** The Company must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Company's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Company does not have a current address as defined in section 423 of the Act. "Send" includes posting on the Company's website in accordance with Articles 89 - 91.
- 81** The Company must, pursuant to section 424 of the Act, comply with the obligations set out at Article 77 not later than:
- (a) the end of the period for filing accounts and reports to the Registrar of Companies, or
 - (b) if earlier, the date on which the Company actually delivers its accounts to the Registrar of Companies.
- 82** Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Audit

- 83** The accounts of the Company shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the Statutes.
- 84** The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Company in general meeting.
- 85** The determination of the auditor's or reporting accountant's (if any) remuneration shall be delegated to the Board by the Company in general meeting.

Notices

- 86** Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post facsimile or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article “address” in relation to Electronic Communications, includes any number or address used for the purpose of such communications.
- 87** Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Board 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.
- 88** Any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an Electronic Communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Company’s website was already on the Company’s website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Company’s website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

Website communication

- 89** The Company may send any notice, document or other information to Members by making them available on the Company’s website provided that:
- (a) each Member has been asked individually by the Company to agree to communication via the Company’s website (either generally or in relation to a specific notice, document or information);
 - (b) the Company’s request states clearly that if the Member fails to respond to the request within twenty- eight days of the date on which the request is sent, he will be deemed to have given such consent; and
 - (c) the Company’s request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 90** The Company must notify each Member who has agreed to receive communications through the Company’s website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 91** Any notice, document or information posted on the Company’s website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Company’s website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act.

Rules

- 92** The Board may from time to time formulate, add to, alter or repeal such Rules as it 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 regulate:
- (a) the terms on which Members may resign or have their membership terminated;
 - (b) the classes and terms of membership for those who are not members of the Company as referred to in the Act, including rights and obligations of any such members (including payment of subscriptions and benefits, such as receiving a newsletter on the Company’s activities), and the conditions for admission to and termination of such membership;
 - (c) the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles
 - (d) the composition of the Electorate and terms relating to the eligibility of such persons to vote on the election of Elected Trustees;

- (e) rules for the establishment of an election of individuals to and the functions to be discharged by the Nominations and Appointments Committee;
- (f) rules for the establishment and functions to be discharged by any other Board Committees;
- (g) rules for the election of the Vice Chair; and
- (h) generally, all such matters as are commonly the subject matter of Company rules.

93 The Board shall adopt such means as they deem sufficient to bring to the notice of Members all such Rules, which so long as they shall be in force, shall be binding on all Members. Provided, nevertheless, that no Rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association of the Company or a valid resolution of the Company in general meeting.

Indemnity

94 Subject to the provisions of the Act, and so far as may be consistent with the Statutes:

- (a) every current and past Trustee and every other current or past officer other than the Company's auditor or the reporting accountant shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 to 234 of the Act;
- (b) the Company shall also provide funds to any Trustee or any other officer (other than the Company's auditor or reporting accountant) or do anything to enable a Trustee or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act;
- (c) the Company has the power to pay the premium in respect of any indemnity insurance to cover the liability of any current and past Trustee which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which any Trustees knew, or must be assumed to have known, was not in the best interests of the Company, or where any Trustees did not care whether such conduct was in the best interests of the Company or not and provided that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or willful or reckless misconduct of any Trustees.

AS AT THE 2017 ANNUAL GENERAL MEETING

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43 - 44 Crutched Friars
London EC3N 2AE

Website
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