

(G)	Cambridgeshire, Bedfordshire, Hertfordshire, Norfolk, Suffolk and Essex	2 members
(H)	Cornwall, Devon, Somerset, Avon, Gloucestershire and the Channel Islands	1 member
(I)	Dorset, Wiltshire, Hampshire, the Isle of Wight, Berkshire, Oxfordshire and Buckinghamshire	1 member
(J)	All the London Boroughs	2 members
(K)	West Sussex and Surrey	1 member
(L)	East Sussex and Kent	1 member
(M)	Northern Ireland	1 member

25. The Council may from time to time and at any time appoint any additional members of the Fund as members of the Council, provided that the prescribed maximum shall not be exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, when they will then be eligible for election or reappointment.
26. No person who is not a member of the Fund shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL.

27. The business of the Fund shall be managed by the Council who may pay all such expenses of the Fund as they think fit, and may exercise all such powers of the Fund, and do, on behalf of the Fund, all such acts as may be exercised and done by the Fund, and as are not by statute or by these Articles required to be exercised or done by the Fund in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Fund, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Fund in General Meeting, but no regulation made by the Fund in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
28. A person shall be appointed by the Council to administer the charity for such time, at such remuneration and upon such conditions as the Council may think fit. In addition, the Council may, from time to time, employ other staff to assist the appointed person in their duties. The title of the appointed person and their duties and the titles of other appointed staff and their duties shall be determined by Council and shall vary from time to time to meet the prevailing needs of the charity

THE SEAL

29. The seal of the Fund shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and either the Company Secretary or a second member of the Council. In favour of any

purchaser or person bona fide dealing with the Fund, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

30. The office of a member of the Council shall be vacated:
- (A) If a receiving order is made against them or they make any arrangement or composition with their creditors;
 - (B) If they bring the Fund into disrepute;
 - (C) If they cease to be a member of the Fund;
 - (D) If, by notice in writing, they resign from office;
 - (E) If they cease to hold office by reason of an order made under the Company Directors' Disqualification Act 1986;
 - (F) If they are removed from office by a resolution duly passed pursuant to section 168 of the Act.
 - (G) If they fail to attend three consecutive meetings of the Council of Management. Disqualification specifically under this clause may be revoked at the Council's discretion.

ROTATION OF MEMBERS OF THE COUNCIL.

31. A member of the Council shall be elected for a period of three years. At the third Annual General Meeting after their election, they will indicate their willingness to stand for a further three years or their wish to retire. If they wish to stand for a further three year period and there is no other candidate, the members at that Annual General Meeting shall be informed that they are duty re-elected. If another member is nominated for election, there shall be a ballot in accordance with Article 33 and the result of the ballot shall be announced at the Annual General Meeting. In the event that the member wishes to retire after a period of three years and no other member is nominated for election, the Council may co-opt a member to serve as a member of the Council until the next Annual General Meeting when an election should take place.
32. The Fund may, at the meeting at which a member of the Council retires in the manner prescribed in Article 31, fill up the vacated office by electing a person to that vacancy in accordance with Article 24, and in default, the retiring member shall, if offering themselves for re-election, be deemed to have been re-elected.
33. No person not being a member of the Council retiring at the meeting shall be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Company Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be

served, and the day appointed for the meeting, there shall be not less than twenty eight intervening days. In the event of more than one candidate being eligible for election to the same vacancy a postal ballot shall be held, prior to the General Meeting, the voting being confined to those registered members of the Company residing in the particular geographical area to be represented by the new member of Council. The completed ballot papers must be returned to reach the Company Secretary not less than two clear days prior to the General Meeting in question. Such a postal ballot shall be deemed to be an election held at the General Meeting under Articles 9, 24 and 32 and no further vote shall be taken at that meeting.

34. A member of the Fund is not eligible to stand for election as a member of Council if they will have served four consecutive three year terms at the time of the Annual General Meeting, at which their fourth three year term expires unless they currently serve as an Officer of the Fund in accordance with Article 40; if they currently hold the office of Chair, Vice Chair, Treasurer or Deputy Treasurer in accordance with Article 40 they may stand for election for a fifth term.
35. A member of the Fund who is not eligible to re-stand for election to Council because they have been a member of Council for four consecutive three year terms, five in the case of an officer, may stand for election again at the Annual General Meeting twelve months after their final three year term expires or at any Annual General Meeting thereafter.
36. The Fund may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase, and may also vary the geographical basis of the election of members of the Council.
37. In addition and without prejudice to the provisions of section 168 of the Act, the Fund may, by Special Resolution, remove any member of the Council before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office only so long as the member in whose place they are appointed would have held the office if they had not been removed.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, seven Council members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.
39. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. At the final Council meeting in 2017 and at the final Council meeting in every third calendar year thereafter, the members of the Council shall elect the following Officers of the Fund: Chair, Vice Chair, Treasurer and Deputy Treasurer.

41. Those members of the Council, elected as Officers as in Article 40, shall serve for a period of three years, with an option to seek election for a second term of three years at the end of that three year period. For the avoidance of doubt, the maximum period, a member of the Council may seek election and be elected to any one of the following posts: Chair, Vice Chair, Treasurer and Deputy Treasurer, is six consecutive years.
42. In the event that an Officer ceases to be a member of the Council for whatever reason, another member shall be elected by the Council to serve in the vacated post for the remaining period that would have been served by the retiring member.
43. The Chair shall be entitled to preside at all meetings of the Council at which they are present. If the Chair is not present, the Vice Chair shall preside. If the Vice Chair is not present, either the Treasurer or the Deputy Treasurer shall preside. If none of the Officers of the Fund are present within fifteen minutes of the appointed time of the meeting, the members of the Council present shall choose one of their number to be Chair of that meeting and that meeting only.
44. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Fund for the time being vested in the Council generally.
45. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
46. All bona fide acts done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as stated, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
47. The Council shall ensure proper minutes are recorded of all appointments of officers made by the Council and of the proceedings of all meetings of the Fund and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
48. A signed resolution in writing, in electronic or printed form, from all the members at the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

49. The Council shall cause proper books of account to be kept with respect to:
- (A) all sums of money received and expended by the Fund and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods and services by the Fund;
 - (C) the assets and liabilities of the Fund.

Proper books shall not be deemed to be kept 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 Fund and to explain its transactions.

50. The books of account shall be kept at the office or, subject to section 388 (1a) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
51. The Council shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Fund or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Fund except as conferred by statute or authorised by the Council or by the Fund in General Meeting.
52. At the Annual General Meeting in every year, the Council shall lay before the Fund a proper income and expenditure account for the period since the last preceding account, made up to date not more than nine months before such a meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than fourteen clear days before the date of the meeting, be sent to the Auditors and to all persons entitled to receive notices of General Meetings in the manner which notices are directed to be served in these Articles. The Auditors report shall be open to inspection and be read before the meeting.

AUDIT

53. Once at least in every year the accounts of the Fund shall be examined and the accuracy of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
54. Auditors shall be appointed and their duties regulated in accordance with sections 485 to 488 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

55. A notice may be served by the Fund upon any member, either personally, electronically or by sending it through the post in a prepaid letter, addressed to such member at their registered address as appearing in the register of members.

56. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Fund an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Fund.
57. Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice served in electronic form, shall be deemed to have been served on the date that it was transmitted.

DISSOLUTION

58. Every member of the Fund undertakes to contribute to the assets of the Fund, in the event of the same being wound up while they are members, or within one year after they cease to be members, for payment of the debts and liabilities of the Fund contracted before they cease to be members, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
59. If upon the winding up or dissolution of the Fund 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 of the Fund, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Fund, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Fund under or by virtue of Clause 3(J)iv of the Articles hereof, such institution or institutions to be determined by the members of the Fund at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.