

COMPANY NUMBER: 06389120

CHARITY NUMBER: 1123023

Companies Acts 1985 to 2006

Company limited by guarantee

ARTICLES OF ASSOCIATION

OF

COMMITTEE ON PUBLICATION ETHICS

Incorporated on 3 October 2007

as amended by special resolutions dated 18 February 2008, 03 May 2011,

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OF

COMMITTEE ON PUBLICATION ETHICS

1 OBJECTS

1.1 The Objects of the Charity are to educate and advance knowledge in methods of safeguarding the integrity of the scholarly record for the benefit of the public.

2 POWERS

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

- 2.1 to provide a forum for meetings of editors, publishers and others associated with the publication of scholarly and/or peer reviewed journals;
- 2.2 to provide advice or information, including:
 - 2.2.1 to provide guidance on publication, research and other allied subjects to editors, investigators and authors associated with scholarly publications;
 - 2.2.2 to provide guidelines and a code of practice to publishers, editors and others in matters relating to suspected breaches of research and publication ethics;
 - 2.2.3 to provide advice on dealing with any misconduct raised in connection with Article 2.2.2 and such code of practice;
- 2.3 to hold or arrange meetings, seminars, lectures, conferences, training courses and exhibitions;
- 2.4 to award scholarships, bursaries and prizes in connection with the Objects;
- 2.5 to foster and promote contacts and exchange of information and ideas among persons working on scholarly and/or peer reviewed publications and to provide a forum to this end;
- 2.6 to carry out research;
- 2.7 to co-operate with other bodies;
- 2.8 to support, administer or set up other charities;
- 2.9 to accept gifts and to raise funds (but not by means of taxable trading unless such trading does not involve significant risk to the resources of the Charity);
- 2.10 to borrow money;

- 2.11 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 2.12 to acquire or hire property of any kind;
- 2.13 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.14 to set aside funds for special purposes or as reserves against future expenditure;
- 2.15 to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
- 2.16 to deposit or invest its 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);
- 2.17 to delegate the management of investments to a financial expert, but only on terms that:
 - 2.17.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 2.17.2 timely reports of all transactions are provided to the Trustees;
 - 2.17.3 the performance of the investments is reviewed regularly with the Trustees;
 - 2.17.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 2.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 2.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 2.17.7 the financial expert must not do anything outside the powers of the Charity;
- 2.18 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 2.19 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 2.20 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 2.21 subject to Article 12, to employ paid or unpaid agents, staff or advisers;
- 2.22 to enter into contracts to provide services to or on behalf of other bodies;

- 2.23 to establish or acquire subsidiary companies;
- 2.24 to pay out of the funds of the Charity the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees or of any committee 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 Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or of any committee knew to be a breach of trust or breach of duty or which was committed by the Trustees or of any committee in reckless disregard of whether it was a breach of trust or breach of duty or not and Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees;
- 2.25 to do anything else within the law which promotes or helps to promote the Objects.

3 THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees as at the date these Articles become effective shall be the following individuals who shall serve for the following terms of office:

| Name | Term of office |
|---------------------|----------------|
| Virginia Barbour | 2 years |
| Chris Graf | 2 years |
| Geri Pearson | 2 years |
| Charon Pierson | 2 years |
| Christopher Leonard | 2 years |
| Adrian Ziderman | 2 years |
| Deborah Poff | 2 years |
| Mirjam Curno | 2 years |
| Tara Hoke | 2 years |
| Zoe Mullan | 2 years |

provided that any period of service by such Trustees as directors of the Charity prior to the date these Articles shall become effective shall not count as part of any continuous period of service for the purpose of Article 8.1.

- 3.3 Subsequent Trustees are elected by the Constitutional members in accordance with the regulations or co-opted by the Trustees.
- 3.4 The Trustees when complete consist of at least six and not more than twelve persons who being individuals are over the age of 18, all of whom must support the Objects.
- 3.5 Subject to Article 3.8, a Trustee may not act as a Trustee unless he/she
 - 3.5.1 is a Constitutional member; and
 - 3.5.2 is a Council member; and

- 3.5.3 meets any special qualification prescribed by the regulations; and
- 3.5.4 has signed a written declaration of willingness to act as a charity trustee of the Charity.
- 3.6 The term of appointment and maximum consecutive years of service of a Trustee is set out in Article 8.1.
- 3.7 A Trustee's term of office as such automatically terminates if he/she:
 - 3.7.1 ceases to be a Constitutional member;
 - 3.7.2 ceases to be a Council member;
 - 3.7.3 is disqualified under the Charities Act from acting as a charity trustee;
 - 3.7.4 is incapable, whether mentally or physically, of managing his/her own affairs;
 - 3.7.5 is absent without permission from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
 - 3.7.6 resigns by written notice to the Trustees (but only if at least six Trustees will remain in office); or
 - 3.7.7 is removed by the Constitutional members.
- 3.8 The Trustees may at any time co-opt any individual who may or may not be a Constitutional member or a Council member but is otherwise eligible under the Articles as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3.4) as an additional Trustee, but a co-opted Trustee holds office only until the next meeting of the Constitutional members or for a maximum of one year, whichever is earlier.
- 3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.10 If a Trustee ceases to be eligible to be a Trustee they must inform the Trustees immediately, and if asked to do so by the Trustees, they must resign as a Trustee.

4 TRUSTEES' PROCEEDINGS

- 4.1 A quorum at a meeting of the Trustees is at least three or one half of the Trustees (if greater).
- 4.2 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 4.3 The Chair or (if the Chair is unable or unwilling to do so), the Vice-Chair or (if the Vice-Chair is unable or unwilling to do so) the Trustee present who has served the longest presides at each meeting.

- 4.4 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 4.5 Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- 4.6 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 4.7 The Trustees may invite (and remove) any employees of the Charity as they think fit to attend and participate in Trustee and/or Council meetings but such person shall not be entitled to a vote at a Trustee and/or Council meetings and shall not be a Trustee or Council member of the Charity.

5 TRUSTEES' POWERS

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 5.1 Subject to Article 6 to appoint honorary officers, not being Officers, from among their number.
- 5.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5.3 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings.
- 5.4 To make, amend and repeal rules and regulations consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.5 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.6 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.7 To exercise any powers of the Charity which are not reserved to the Constitutional members.

6 OFFICERS

6.1 The Officers of the Charity shall be:

- 6.1.1 the Chair;
- 6.1.2 the Vice-Chair;
- 6.1.3 the Treasurer; and
- 6.1.4 the Secretary.

- 6.2 A person is eligible to be appointed an Officer if he/she is a Trustee and meets any special qualification prescribed in the regulations.
- 6.3 The duties, roles and responsibilities of the Officers shall be prescribed in the regulations.
- 6.4 Subject to Article 6.7, no person may at any time hold more than one of the offices of an Officer.
- 6.5 All Officers shall be appointed by the Council. The procedure for the nomination and appointment of such Officers shall be as prescribed in the regulations.
- 6.6 The term of appointment and maximum consecutive years of service of an Officer is set out in Article 8.1.
- 6.7 The Trustees may at any time appoint a Trustee to fill a vacancy in any role of an Officer (even if he/she is already an Officer). Any person so appointed shall hold office until the next Council meeting convened to appoint the Officers.
- 6.8 If an Officer ceases to be eligible to be an Officer and/or Trustee they must inform the Trustees immediately, and if asked to do so by the Trustees, they must resign as an Officer and/or Trustee.

7 COUNCIL MEMBERS

- 7.1 The Council shall be a sub-committee of the Trustees and are accountable to the Trustees.
- 7.2 The charity trustees of the Charity immediately before the date on which these Articles become effective shall be the Council members as at the date on which these Articles become effective. Subsequent Council members are elected by the General members in accordance with the regulations, or co-opted by the Trustees.
- 7.3 A Council member may not act as a Council member unless he/she is a Constitutional member and meets any special qualification prescribed in the regulations.
- 7.4 The minimum and maximum number of Council members, their role and responsibilities, proceedings and all other matters relating to the Council shall be as prescribed in the regulations.
- 7.5 The term of appointment and maximum consecutive years of service of a Council member is set out in Article 8.1.
- 7.6 The Council shall be required to submit a formal report to the Trustees every four months, the details and content of such report shall be as determined in the regulations, and in addition shall fully report their acts and proceedings to the Trustees as soon as is reasonably practicable.
- 7.7 The Trustees may at any time co-opt any individual who is eligible under these Articles as an additional Council member. Any person so appointed shall hold office until the date of the next election of Council members in accordance with Article 7.2.

7.8 If a Council member ceases to be eligible to be a Council member they must inform the Trustees immediately, and if asked to do so by the Trustees, they must resign as a Council member.

8 TERMS OF OFFICE

8.1 Subject to Articles 3.8, 6.7 and 7.7, the term of appointment and maximum consecutive years of service a person can serve as a Trustee, Officer and Council member is as detailed in the table below.

| Role | Term of office | Maximum consecutive period a person can serve in this role* |
|----------------|---|---|
| Trustee | 2 years* | 4 years as a Trustee 8 years combined as a Trustee and Officer |
| Officer | 2 years | 4 years as an Officer 8 years combined as an Officer and Trustee |
| Council member | 3 years when not also a Trustee otherwise 2 years | 6 years as a Council member and not also a Trustee 4 years as a Council member and Trustee |

*Subject to exceptional circumstances as agreed by the Trustees

9 OMBUDSPERSON

9.1 The Trustees may appoint an Ombudsperson in accordance with the regulations.

9.2 The Trustees may invite (and remove) the Ombudsperson as they think fit to attend and participate in Trustee and/or Council meetings but such person shall not be entitled to a vote at a Trustee and/or Council meetings and shall not be a Trustee or Council member of the Charity.

9.3 The duration of any such appointment shall cease on the date of the next meeting of the Constitutional members or after a maximum of one year, whichever is earlier, but an individual may be re-appointed under Article 9.1 by the Trustees.

10 CONSTITUTIONAL MEMBERSHIP

10.1 The Charity must maintain a register of Constitutional members.

- 10.2 Constitutional membership is open only to the Trustees and Council members and is terminated if the Constitutional member concerned ceases to be a Trustee and/or Council member.
- 10.3 Any person who is a Constitutional member but is not a Trustee or Council member on the date on which these Articles become effective shall cease to be a Constitutional member with immediate effect on that date.
- 10.4 The form and the procedure for applying for Constitutional membership are to be prescribed by the Trustees.
- 10.5 Constitutional membership is not transferable.

11 GENERAL MEMBERS

- 11.1 The Trustees may establish and recognise one or more classes of General members who are not Constitutional members (but who may nevertheless be termed 'members') and set out their respective rights and obligations.
- 11.2 There shall be the following classes of General members (as additional classes of membership of the Charity which shall not confer the rights of membership under the Companies Act (non-voting)):
- 11.2.1 Full General member which shall be available to any person who is editor in chief of a peer reviewed scholarly journal; or it is a company or body whose primary business and object is publishing which includes the publishing of peer reviewed scholarly journals;
- 11.2.2 Associate General member which shall be available to any individual who is not eligible for Full General member under Article 11.2.1 but who is interested in the Objects of the Charity and who is working in or associated with the publication of scholarly and/or peer-reviewed journals or has a significant interest in safeguarding the integrity of the scholarly record, and approved by the Trustees;
- 11.2.3 Honorary General member which shall be awarded by the Trustees;
- 11.2.4 Any other additional class of General members which the Trustees may determine
- 11.3 The privileges, rights and obligations, eligibility and terms and conditions of entry to the different classes of General members and non-voting membership as set out in Article 11.2 (including any subscription fees payable) shall be determined in accordance with the regulations.

12 BENEFITS

- 12.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Constitutional members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in this document shall prevent the payment in good faith by the Charity:

- 12.1.1 of reasonable and proper remuneration to any Constitutional member, officer or employee of the Charity (not being a Trustee) for any services rendered to the Charity;
 - 12.1.2 of interest at a reasonable and proper rate on money lent to the Charity or of reasonable and proper rent for premises demised or let to the Charity by any Constitutional member or employee of the Charity or Trustee;
 - 12.1.3 of reasonable and proper out-of-pocket expenses to any employee or Trustee or of a committee or sub-committee of the Trustees;
 - 12.1.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Constitutional member of the Charity or a Trustee may be a member holding not more than one hundredth part of the issued share capital of that company;
 - 12.1.5 of any premium in respect of indemnity insurance as provided for in Article 2.24;
 - 12.1.6 pursuant to Article 12.2.
- 12.2 Any Trustee (or any firm or company of which a Trustee is a director, partner, member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
- 12.2.1 the goods or services are required by the Charity;
 - 12.2.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services;
 - 12.2.3 no more than one half of the Trustees are a party to such a contract in any financial year of the Charity.

13 CONFLICTS OF INTEREST

- 13.1 Subject to Article 13.2, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- 13.1.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 13.1.2 withdraw from the meeting for that item after providing any information requested by the Trustees;
 - 13.1.3 not be counted in the quorum for that part of the meeting; and
 - 13.1.4 be absent during the vote and have no vote on the matter.
- 13.2 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the matter giving rise to the conflict of interest and authorise the

Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

- 13.2.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
- 13.2.2 disclose to a third party information confidential to the Charity, or
- 13.2.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or benefit or
- 13.2.4 refrain from taking any step required to remove the conflict

provided that no authorisation may be given under this Article 13.2 which will allow a Conflicted Trustee or a Connected Person to receive a benefit which is not authorised by Article 12 or the Companies Act.

14 RECORDS AND ACCOUNTS

14.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

- 14.1.1 annual returns;
- 14.1.2 annual reports; and
- 14.1.3 annual statements of account.

14.2 The Trustees must also keep records of:

- 14.2.1 all proceedings at meetings of the Trustees;
- 14.2.2 all resolutions in writing;
- 14.2.3 all reports of committees; and
- 14.2.4 all professional advice obtained.

14.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

15 GENERAL MEETINGS

- 15.1 Constitutional members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).
- 15.2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 15.3 There is a quorum at a general meeting if the number of Constitutional members present in person or by proxy is at least ten or one half of the Constitutional members (if greater).
- 15.4 The Chair of the Trustees shall act as chair at a general meeting. If the Chair is unable to act the chair for the general meeting shall be the Vice-Chair. If the Vice-Chair is unable to act the chair for the general meeting shall be elected by the Constitutional members present in person or by proxy in his/her capacity as a Constitutional member and not as proxy for another Constitutional member.
- 15.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- 15.6 Every Constitutional member present in person or by proxy has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- 15.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 15.8 The Charity may (but need not) hold an AGM in every year.
- 15.9 Constitutional members must annually:
- 15.9.1 receive the accounts of the Charity for the previous financial year;
 - 15.9.2 receive a written report on the Charity's activities;
 - 15.9.3 be informed of the retirement of those Trustees who wish to retire or whose term is ending;
 - 15.9.4 elect Trustees to fill the vacancies arising;
 - 15.9.5 appoint reporting accountants or auditors for the Charity;
- 15.10 Constitutional members may also from time to time
- 15.10.1 confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Charity; and

15.10.2 discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

15.11 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees (being Constitutional members), at least 10% of the Constitutional membership or (where no general meeting has been held within the last year) at least 5% of the Constitutional membership.

15.12 A technical defect in the appointment of a Constitutional member of which the Constitutional members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

16 LIMITED LIABILITY

16.1 The liability of Constitutional members is limited.

17 GUARANTEE

Every Constitutional member promises, if the Charity is dissolved while he/she remains a Constitutional member or within one year after he/she ceases to be a Constitutional member, to pay up to £1 towards:

17.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Constitutional member;

17.2 payment of the costs, charges and expenses of winding up; and

17.3 the adjustment of rights of contributors among themselves.

18 INDEMNITY

18.1 Subject to the provisions of the Companies Act, every Trustee, Council member, Ombudsperson or other officer or auditor of the Charity, shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

19 COMMUNICATIONS

19.1 Notices and other documents to be served on Constitutional members or Trustees under the Articles or the Companies Act may be served:

19.1.1 by hand;

19.1.2 by post;

19.1.3 by suitable electronic means; or

19.1.4 through publication in the Charity's newsletter.

- 19.2 The only address at which a Constitutional member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Constitutional members.
- 19.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 19.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 19.3.2 two clear days after being sent by first class post to that address;
 - 19.3.3 three clear days after being sent by second class or overseas post to that address;
 - 19.3.4 immediately on being handed to the recipient personally; or, if earlier,
 - 19.3.5 as soon as the recipient acknowledges actual receipt.
- 19.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

20 DISSOLUTION

- 20.1 If upon the winding up or dissolution of the Charity there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the Constitutional members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Charity by Article 12, such institution or institutions to be determined by the Constitutional members of the Charity at or before the time of dissolution and, if that cannot be done, then to some charitable purposes.
- 20.2 A final report and statement of account must be sent to the Commission.
- 20.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.

21 INTERPRETATION

- 21.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.
- 21.2 In the Articles, unless the context indicates another meaning:

| | |
|---------------------|---|
| AGM | means an annual general meeting of the Charity; |
| the Articles | means the Charity's Articles of Association and 'Article' refers to a particular Article; |
| Chair | means the chair of the Trustees; |

| | |
|--|---|
| the Charity | means the company governed by the Articles; |
| the Charities Act | means the Charities Act 2011; |
| charity trustee | has the meaning prescribed by the Charities Act; |
| clear day | does not include the day on which notice is given or the day of the meeting or other event; |
| the Commission | means the Charity Commission for England and Wales or any body which replaces it; |
| the Companies Act | means the Companies Acts 1985 to 2006; |
| Conflicted Trustee | means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance), or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity; |
| Connected Person | means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights; |
| constitution | means the Memorandum and the Articles and any special resolutions relating to them; |
| Constitutional member and Constitutional membership | refer to company Membership of the Charity (and for the avoidance of doubt do not include General members); |
| Council member | means an individual appointed as a Council member in accordance with Article 7.2, and 'Council' means the Council members; |
| custodian | means a person or body who undertakes safe custody of assets or of documents or records relating to them; |
| electronic means | refers to communications addressed to specified individuals by telephone, fax or email or, in relation to |

| | |
|----------------------------|---|
| | meetings, by telephone conference call or video conference; |
| financial expert | means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| financial year | means the Charity's financial year; |
| firm | includes a limited liability partnership; |
| General members | means the classes of non-voting members as defined in Article Error! Reference source not found. (which for the avoidance of doubt do not have the rights of membership under the Companies Act and are not Constitutional members as defined below); |
| indemnity insurance | has the meaning prescribed by the Charities Act; |
| material benefit | means a benefit, direct or indirect, which may not be financial but has a monetary value; |
| Memorandum | means the Charity's Memorandum of Association; |
| month | means calendar month; |
| nominee company | means a corporate body registered or having an established place of business in England and Wales which holds title to property for another; |
| the Objects | means the Objects of the Charity as defined in Article 1; |
| Officer | means an officer listed in Article 6.1 appointed by the Council to office in accordance with the regulations; |
| Ombudsperson | means the person appointed by the Trustees as ombudsperson in accordance with Article Error! Reference source not found. ; |
| ordinary resolution | means a resolution agreed by a simple majority of the Constitutional members present and voting at a general meeting or in the case of a written resolution by Constitutional members who together hold a simple majority of the voting power. Where applicable, 'Constitutional members' in this definition means a class of Constitutional members; |
| regulations | means rules and bye-laws adopted by the Trustees from time to time; |

| | |
|------------------------------|---|
| Resolution in writing | means a written resolution of the Trustees; |
| Secretary | means a company secretary; |
| special resolution | means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Constitutional members present and voting at a general meeting or in the case of a written resolution by Constitutional members who together hold 75% of the voting power. Where applicable, 'Constitutional members' in this definition means a class of Constitutional members; |
| taxable trading | means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax; |
| Trustee | means a director of the Charity and 'Trustees' means the directors but where a Trustee is a corporate body Trustee includes where appropriate the named representative of the Trustee; |
| written or in writing | refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper; |
| written resolution | refers to an ordinary or a special resolution which is in writing; and |
| year | means calendar year. |

21.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

21.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.