

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
BRITISH ASSOCIATION OF UROLOGICAL NURSES
COMPANY NO. 07266955
INCORPORATED 27/05/2010

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwllp.com
212651/0001/STL

The Companies Act[s 1985 to] 2006

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Updated 20.11.2023

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Articles of Association of

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the charity are specifically restricted to the promotion of the advancement of education in Urological Nursing and Urological Patient Care for the benefit of the community as a whole, and in particular the provision of training courses, endorsement schemes, education materials, meetings and conferences.

3. Powers

To further its objects the charity may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 provide or procure the provision of advice;
- 3.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.7 enter into contracts to provide services to or on behalf of other bodies;
- 3.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

- 3.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the trustees think fit (in exercising this power the charity must comply as appropriate with the Charities Act 2011);
- 3.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.11 set aside funds for special purposes or as reserves against future expenditure;
- 3.12 invest the charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.13 arrange for investments or other property of the charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.16 accept (or disclaim) gifts of money and any other property;
- 3.17 raise funds by way of subscription, donation or otherwise;
- 3.18 trade in the course of carrying out the objects of the charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.19 incorporate and acquire subsidiary companies to carry on any trade;
- 3.20 subject to Article 4 (limitation on private benefits):
 - 3.20.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.20.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.22 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the charity's objects);
- 3.23 undertake and execute charitable trusts;

- 3.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.26 pay out of the funds of the charity the costs of forming and registering the charity;
- 3.27 insure the property of the charity against any foreseeable risk and take out other insurance policies as are considered necessary by the trustees to protect the charity;
- 3.28 provide indemnity insurance for the trustees or any other officer of the charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a trustee, the second and third references to “charity trustees” in the said Section 189(1) shall be treated as references to officers of the charity); and
- 3.29 do all such other lawful things as may further the charity’s objects.
- 3.30 the association may with the approval of the Charity Commission make the following discretionary payments:
 - 3.30.1 payment to the employer of the President of the Association to compensate the loss to that employer of the President’s time and attention to the business of that employer is not guaranteed but should be discussed and agreed each year by the Trustees and then ratified and approved by the charities commission each year

LIMITATION ON PRIVATE BENEFITS

4. Universal clauses

- 4.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 4.2
 - 4.2.1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity;
 - 4.2.2 A director may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to the conditions in, section 189 Charities Act 2011;
 - 4.2.3 A director may receive an indemnity from the charity in the circumstances specified in article 6.
- 4.3 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any

member of the charity. This does not prevent a member who is not also a director receiving:

- 4.3.1 a benefit from the charity in the capacity of a beneficiary of the charity;
- 4.3.2 reasonable and proper remuneration for any goods or services supplied to the charity.
- 4.4 No director or connected person may:
 - 4.4.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
 - 4.4.2 sell goods, services, or any interest in land to the charity;
 - 4.4.3 be employed by, or receive any remuneration from, the charity;
 - 4.4.4 receive any other financial benefit from the charity, unless:
 - (a) the payment is permitted by Article 4.5; or
 - (b) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 4.5
 - 4.5.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
 - 4.5.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 Charities Act 2011.
 - 4.5.3 Subject to Article 4.6 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
 - 4.5.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate.
 - 4.5.5 A director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director or connected person shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - 4.5.6 The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 189 Charities Act 2011.

- 4.5.7 A director or connected person may take part in normal trading and fundraising activities of the charity on the same terms as members of the public.
- 4.6 The charity and its directors may only rely upon the authority provided by article 4.5.3 if each of the following conditions is satisfied:
- 4.6.1 The amount or maximum amount of payment for the goods is set out in an agreement in writing between:
- (a) the charity or its directors (as the same may be); and
 - (b) the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.
- 4.6.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 4.6.3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone which is not a director or connected person. In reaching that decision the directors must balance the disadvantages of doing so.
- 4.6.4 The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods for the charity.
- 4.6.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- 4.6.6 The reason for their decision is recorded by the directors in the minute book.
- 4.6.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 4.4.
- 4.7
- 4.7.1 In articles 4.2 to 4.4 “charity” shall include any company in which the charity holds more than 50% of the shares, or controls more than 50% of the voting rights attached to the shares, or has the right to appoint one or more directors of the company.
- 4.7.2 In articles 4.4, 4.5 and 4.6 “connected persons” means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (b) the spouse or civil partner of the director or of any person falling within article 4.7.2 (a);
 - (c) a person carrying on business in partnership with the director or with any person failing within articles 4.7.2(a) or 4.7.2(b);

- (d) an institution which is controlled:
 - (i) by the director or any connected person falling within paragraph 4.7.1 (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-paragraph (i) where taken together.
 - (e) a body corporate which:
 - (i) the director of any connected person falling within articles 4.7.2(a) to 4.7.2(c) has a substantial interest; or
 - (ii) two or more persons falling within sub-paragraph (i) above who, when taken together, have a substantial interest.
- 4.8 Sections 350 to 352 of the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

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- 4.9 If the charity is registered with the Office of the Scottish charity Regulator the additional requirements under section 67 of the Charities and trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 5.1 payment of the charity's debts and liabilities contracted before he, she or it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

- 6.1 The charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application on which relief is granted by the Court from liability for negligence, default, or breach of trust in relation to the charity.
- 6.2 In this article a "relevant director" means any director or former director of the charity.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. **Trustees' general authority**

Subject to the Articles, the trustees are responsible for the management of the charity's business, for which purpose they may exercise all the powers of the charity.

8. **members' reserve power**

8.1 The members may, by special resolution, direct the trustees to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the trustees have done before the passing of the resolution.

9. **Trustees may delegate**

9.1 Subject to the Articles, the trustees may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the trustees may delegate the implementation of their decisions or day to day management of the affairs of the charity to any person or committee.

9.3 Any delegation by the trustees may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

as they think fit.

9.4 The trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The trustees may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The trustees may by power of attorney or otherwise appoint any person to be the agent of the charity for such purposes and on such conditions as they determine.

10. **Committees**

10.1 In the case of delegation to committees:

- 10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- 10.1.2 the composition of any committee shall be entirely in the discretion of the trustees and may include such of their number (if any) as the resolution may specify;
- 10.1.3 the deliberations of any committee must be reported regularly to the trustees and any resolution passed or decision taken by any committee must be reported promptly to the trustees and every committee must appoint a secretary for that purpose;
- 10.1.4 the trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the charity except where authorised by the trustees or in accordance with a budget which has been approved by the trustees.
- 10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the trustees so far as they apply and are not superseded by any regulations made by the trustees.

11. Delegation of day to day management powers

In the case of delegation of the day to day management of the charity to a chief executive or other manager or managers:

- 11.1 the delegated power shall be to manage the charity by implementing the policy and strategy adopted by and within a budget approved by the trustees and (if applicable) to advise the trustees in relation to such policy, strategy and budget;
- 11.2 the trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 11.3 any manager must report regularly to the trustees on the activities undertaken in managing the charity and provide them regularly with management accounts which are sufficient to explain the financial position of the charity.

12. Delegation of investment management

The trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the trustees;
- 12.2 timely reports of all transactions are provided to the trustees;
- 12.3 the performance of the investments is reviewed regularly with the trustees;

- 12.4 the trustees are entitled to cancel the delegation arrangement at any time;
- 12.5 the investment policy and the delegation arrangements are reviewed regularly;
- 12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance[and are notified promptly to the trustees on receipt]; and
- 12.7 the Financial Expert or Experts must not do anything outside the powers of the trustees.

13. **Rules**

- 13.1 The trustees may from time to time make, repeal or alter such rules as they think fit as to the management of the charity and its affairs. The rules shall be binding on members, Corporate Members and Associate Members of the charity. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 13.2 The rules may regulate the following matters but are not restricted to them:
 - 13.2.1 the duties of any officers or employees of the charity;
 - 13.2.2 the admission of members, Corporate Members and Associate Members of the charity and the benefits conferred on such members, Corporate Members and Associate Members, and any subscriptions, fees or payments to be made by such members, Corporate Members and Associate Members;
 - 13.2.3 the conduct of members, Corporate Members and Associate Members of the charity in relation to one another, and to the charity's employees and volunteers;
 - 13.2.4 the conduct of business of the trustees or any committee (including, without limitation, how the trustees make decisions and how such rules are to be recorded or communicated to trustees);
 - 13.2.5 the procedure at general meetings;
 - 13.2.6 the conduct of postal or electronic ballots;
 - 13.2.7 any of the matters or things within the powers or under the control of the trustees; and
 - 13.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 13.3 The charity in general meeting has the power to alter, add to or repeal the rules.

DECISION-MAKING BY TRUSTEES

14. **Trustees to take decisions collectively**

Any decision of the trustees must be either:

- 14.1 by decision of a majority of the trustees present and voting at a quorate trustees' meeting (subject to Article 19); or
- 14.2 a unanimous decision taken in accordance with Article 20.

15. Calling a trustees' meeting

- 15.1 Two trustees may (and the Secretary, if any, must at the request of two trustees) call a trustees' meeting.
- 15.2 A trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 15.2.1 all the trustees agree; or
 - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Notice of trustees' meetings must be given to each trustee.
- 15.4 Every notice calling a trustees' meeting must specify:
 - 15.4.1 the place, day and time of the meeting;
 - 15.4.2 the general nature of the business to be considered at such meeting; and
 - 15.4.3 if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 15.5 Notice of trustees' meetings need not be in Writing.
- 15.6 Article 50 shall apply, and notice of trustees' meetings may be sent by Electronic Means to an Address provided by the trustee for the purpose.

16. Participation in trustees' meetings

- 16.1 Subject to the Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:
 - 16.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 16.2 In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.
- 16.3 If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17. Quorum for trustees' meetings

17.1 At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for trustees' meetings may be fixed from time to time by a decision of the trustees, but it must never be less than four.

17.3 If the total number of trustees for the time being is less than the quorum required, the trustees must not take any decision other than a decision:

17.3.1 to appoint further trustees; or

17.3.2 to call a general meeting so as to enable the members to appoint further trustees.

18. Chairing of trustees' meetings

The President, or in his or her absence the Vice President or in his or her absence another trustee nominated by the trustees present shall preside as chair of each trustees' meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Unanimous decisions without a meeting

20.1 A decision is taken in accordance with this Article 20 when all of the trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The trustees cannot rely on this Article to make a decision if one or more of the trustees has a Conflict of Interest which, under Article 21, results in them not being entitled to vote.

20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each trustee or to which each trustee has otherwise indicated agreement in Writing.

20.3 A decision which is made in accordance with this Article 20 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

20.3.1 approval from each trustee must be received by one person being either such person as all the trustees have nominated in advance for that purpose or such

other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the trustees;

- 20.3.2 following receipt of responses from all of the trustees, the Recipient must communicate to all of the trustees (by any means) whether the resolution has been formally approved by the trustees in accordance with this Article 20.3;
- 20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 20.3.4 the Recipient must prepare a minute of the decision in accordance with Article 54 (minutes).

21. **Trustee interests and management of conflicts of interest**

Declaration of interests

- 21.1 Unless Article 21.2 applies, a trustee must declare the nature and extent of:
 - 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the charity; and
 - 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the charity or his or her duties to the charity.
- 21.2 There is no need to declare any interest or duty of which the other trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 21.3 If a trustee’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a trustee’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other trustees taking part in the decision-making process.
- 21.4 If a trustee’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
 - 21.4.1 the decision could result in the trustee or any person who is Connected with him or her receiving a benefit other than:
 - (a) any benefit received in his, her or its capacity as a beneficiary of the charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the charity;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.28;

- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

21.4.2 a majority of the other trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 21.5.

21.5 If a trustee with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:

21.5.1 take part in the decision-making process only to such extent as in the view of the other trustees is necessary to inform the debate;

21.5.2 not be counted in the quorum for that part of the process; and

21.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the charity

21.6 Where a trustee or person Connected with him or her has a conflict of interest or conflict of duties and the trustee has complied with his or her obligations under these Articles in respect of that conflict:

21.6.1 the trustee shall not be in breach of his or her duties to the charity by withholding confidential information from the charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

21.6.2 the trustee shall not be accountable to the charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

22. Register of trustees' interests

The trustees must cause a register of trustees' interests to be kept.

23. Validity of trustee actions

All acts done by a person acting as a trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. The Board

24.1 The Board shall in the normal course of business comprise:

24.1.1 The President

- 24.1.2 The Vice President
- 24.1.3 The Secretary
- 24.1.4 The Treasurer
- 24.2 The editor for the time being of the International Journal of Urological Nursing, ex officio, as a Board Observer.
- 24.3 Such other trustees as are elected by the members.
- 24.4 Such other Board Observers as may be appointed by the Board but who shall not vote and shall not count towards the quorum.
- 24.5 All trustees must be members and must sign the Charity's financial instructions and a declaration of willingness to stand as a trustee.
- 24.6 The trustees shall elect from among their numbers the Treasurer and the Secretary and deputies of each (if appropriate) who may serve for such term as they think fit.

25. Appointment of trustees and retirement of trustees by rotation

- 25.1 Those persons notified to the Registrar of Companies as the first directors of the charity shall be the first trustees.

Appointment of trustees and period of office

- 25.2 A company law member of the charity, not practising on behalf of an independent commercial organisation, who is willing to act as a trustee, and who would not be disqualified from acting under the provisions of Article 26, shall be appointed to be a trustee by ordinary resolution passed by postal or electronic vote.

Automatic retirement

- 25.3 On the date of each annual general meeting one third of the trustees who are subject to retirement by rotation, or the number nearest to one third but excluding the President and the Vice President must retire from office but may have (subject to the provisions of this Article 25) offered themselves for reappointment by the members in accordance with Article 25.9.1.
- 25.4 The following rules shall apply to determine who shall retire by rotation under Article 25.2.
 - 25.4.1 The trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.
 - 25.4.2 As between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

25.4.3 If there is only one trustee who is subject to retirement by rotation, he or she shall retire.

Deemed reappointment

25.5 Subject to Article 25.6, if the charity at the meeting at which a trustee retires by virtue of Article 25.2 does not fill the vacancy, the retiring trustee will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

Maximum term

25.6 A trustee who has served for six years made up of up to two terms of three years each must take a break from office and may not be reappointed until the earlier of:

25.6.1 the anniversary of the commencement of his or her break from office; and

25.6.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.

This Article 25.6 does not apply to the President and the Vice President, who may serve out their terms of office even if this means they have served for more than six years.

Minimum age

25.7 No person may be appointed as a trustee unless he or she has reached the age of 21 years.

25.8 President and Vice President

25.8.1 the President is the chair of the charity and shall chair all meetings of the trustees or the members, Corporate Members and Associate Members at which he or she is present. He or she shall serve a two year term of office.

25.8.2 in his or her absence the Vice President shall serve as chair.

25.8.3 the first President after the date of adoption of these Articles shall be elected for a three year term commencing from the conclusion of the annual general meeting. The President shall serve two years as President and one year as Past President. If the President has served more than six years as a trustee on expiration of their term as President, they shall serve their year as Past President as a Board Observer. The Vice President shall be elected for a four year term to be served in accordance with Article 25.8.4.

25.8.4 the Vice President shall take over office as President on retirement of the President and shall serve a further year as Past President in accordance with Article 25.8.5.

- 25.8.5 a new Vice President shall be elected to take office at the start of the first year of the President's term of office who shall serve five years, the first two as Vice President, the third and fourth as President and the fifth as Past President.
- 25.8.6 if a President ceases to hold office for any reason the Vice President shall become President immediately but without effecting his or her right to serve as President until his or her office would have ended in any event.

25.9 *Postal and Electronic Ballots*

- 25.9.1 Voting shall only be required should the number of nominees exceed the number of vacant posts. Should nominees exceed the number of vacant posts, trustees, President, and Vice President, shall be made by postal ballot or, where the member has consented by electronic ballot. The trustees shall draw up rules to regulate the conduct of elections but in any event shall send out voting papers at least 28 Clear Days prior to the date of the forthcoming annual general meeting. The postal vote notice to members entitled to vote at general meetings shall include details of any person who is recommended by the trustees for election as a trustee or in respect of whom notice has been duly given to the charity of the intentions to propose him or her for election as a trustee. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected be required to be included in the charity's register of directors together with a statement of not more than 500 words by that person of his or her experience as a trustee and the qualities he or she would bring to the charity.
- 25.9.2 If following the postal or electronic ballot the charity does not fill the vacancy the retiring trustee shall, subject to Article 25.5 and if willing to act, be deemed to have been re-elected.
- 25.10 The names of the trustees elected by postal vote or electronic vote shall be announced at the annual general meeting.

Conditions of appointment

- 25.11 No person other than a trustee retiring by virtue of Article 25.2 shall be elected or re-elected a trustee at any general meeting unless:
- 25.11.1 he or she is recommended by the trustees; or
- 25.11.2 at least 42 days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the charity's register of trustees together with notice executed by that person of his or her willingness to be appointed or reappointed and a statement of not more than 500 words by that person of his or her experience as a trustee and the qualities he or she will bring to the board

General

25.12 A trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the trustees.

25.13 Appointment of Trustees

The trustees may by Board resolution appoint up to four persons to be trustees either to fill a vacancy or as additional trustees. A trustee so appointed shall hold office only until the next following Annual General Meeting. If not reappointed as a trustee at such Annual General Meeting, he or she shall vacate office at the conclusion thereof.

26. Disqualification and removal of trustees

A trustee shall cease to hold office if:

- 26.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 26.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 26.3 the trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 26.4 notification is received by the charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three trustees will remain in office when such resignation has taken effect);
- 26.5 he or she fails to attend two consecutive meetings of the trustees and the trustees resolve that he or she be removed for this reason; or
- 26.6 at a general meeting of the charity, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 26.7 at a meeting of the trustees at which at least half of the trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the trustees.

PATRONS

27. Patrons

The trustees may appoint and remove any individual(s) as patron(s) of the charity on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the charity and shall also have the right to receive accounts of the charity when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Becoming a member

28.1 The first members of the charity shall be the subscribers to the Memorandum of Association of the charity.

28.2 With the exception of the subscribers to the Memorandum, no person may become a member of the charity unless:

28.2.1 that person has applied for membership in a manner approved by the trustees; and

28.2.2 the trustees have approved the application. The trustees may only decline to accept any person as a member if acting reasonably and properly they consider it to be in the best interest for the charity to refuse the application.

28.3 the trustee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision. The trustees must consider any written representation the applicant may make about the decision. The trustees' decision following any written representation must be notified to the applicant in writing but shall be final.

Unincorporated organisations

28.4 A Corporate Member which is unincorporated shall be a Corporate Member through the person of its nominated representative from time to time. Every such organisation must notify the charity in writing of the name of its nominated representative and may, subject to the trustees' right to decline to accept any person as a Corporate Member, replace such nominated representative at any time by giving notice to the charity. The Corporate Membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

Corporate Members

28.5 A Corporate Member which is an incorporated body may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the charity.

Evidence of the appointment of the representative must be provided in the form of:

- 28.5.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;
 - 28.5.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
 - 28.5.3 such other form as the trustees may reasonably require.
- 28.6 A person authorised under Article 28.5 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member, except that Corporate Members shall not have the rights of full members as set out under article 30.1.

Subscriptions

- 28.7 The trustees may at their discretion levy subscriptions on members, Corporate Members and Associate Members of the charity at such rate or rates as they shall decide.

Register of members

- 28.8 The names of the members of the charity must be entered in the register of members which shall include, where relevant, a note that an unincorporated organisation is a member through the person of its chair under Article 28.4 or details of the nominated representative which is a member of the charity on behalf of an unincorporated organisation under Article 28.4.

29. Termination of membership

- 29.1 Subject to Article 28.4, membership is not transferable.
- 29.2 A member, Corporate Member and Associate Member shall cease to be a member:
- 29.2.1 if the member or Associate Member, being an individual, dies;
 - 29.2.2 if the member is a member on behalf of an unincorporated organisation under Article 28.4 and the unincorporated organisation ceases to exist;
 - 29.2.3 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
 - 29.2.4 on the expiry of at least seven Clear Days' notice given by the member, Corporate Member and Associate Member, to the charity of his, her or its intention to withdraw;

- 29.2.5 if any subscription or other sum payable by the member, Corporate Member and Associate Member, to the charity is not paid on the due date and remains unpaid at the end of the period of three calendar months beginning with the due date. The trustees may re-admit to membership any person who ceases to be a member, Corporate Member and Associate Member, on this ground on him, her or it paying such reasonable sum as the trustees may determine; or
- 29.2.6 if, at a meeting of the trustees at which at least half of the trustees are present, a resolution is passed resolving that the member, Corporate Member and Associate Member, be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the charity. In the case of a member but not a Corporate Member or Associate member, such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the trustees. A member, Corporate Member and Associate Member, expelled by such a resolution shall nevertheless remain liable to pay to the charity any subscription or other sum owed by him, her or it.

30. Categories of membership

30.1 There shall be four classes of membership, as follows:

Member	<p>In order to be eligible as a member, individuals need to be registered with the Nursing and Midwifery Council and be working in, or have an interest in, Urological nursing</p> <p>All members will be company law members and have all the rights afforded to them under the Companies Acts.</p> <p>The members do not include Associate Members and Corporate Members (both defined below).</p>
Associate Member	<p>The trustees may admit and remove such Associate Members in accordance with such regulations as the trustees shall make.</p> <p>Associate Membership is open to nurses registered other than with the Nursing and Midwifery Council and any other registered or unregistered practitioners working in or having an interest in urology.</p> <p>Associate Members shall not be members as defined in this Article above and therefore shall not be company law members and shall not have the rights</p>

	of members, including not having the right to vote at general meetings.
Retired Member	<p>The trustees may admit and remove such Retired Members in accordance with such regulations as the trustees shall make.</p> <p>Retired Membership is open to nurses who have previously been Full or Associate Members of BAUN who have now retired from nursing and still have an interest in urology.</p> <p>Retired Members shall not be members as defined in the Article above and therefore shall not be company law members and shall not have the rights of members, including not having the right to vote.</p>
Corporate Member	<p>The trustees may admit and remove such Corporate Members in accordance with such regulations as the trustees shall make.</p> <p>Corporate Membership is open to:</p> <ul style="list-style-type: none"> • an accredited academic institution providing urological nursing training; • a registered voluntary aid association or a charity which provides aspects of urological nursing training; • a state healthcare provider; • an independent commercial organisation concerned with or having an interest in urology. <p>Corporate Members shall not be members as defined in this Article above and therefore shall not be company law members and shall not have the rights of members, including not having the right to vote at general meetings.</p>

30.2 Subject to Article 30.3, the trustees may establish such different categories of membership as they think fit. The trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

30.3 The trustees may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

31. Voting Rights

All members, Corporate Members and Associate Members have the right to receive notice of and attend at general meetings of the charity. Only members have the right to vote at general meetings of the charity or to take part in a postal or electronic vote.

ORGANISATION OF GENERAL MEETINGS

32. Annual general meetings

The charity must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the trustees think fit.

33. Other general meetings

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

33.2 The trustees must call a general meeting if required to do so by the members under the Companies Acts.

34. Length of notice

All general meetings must be called by either:

34.1 at least 14 Clear Days' notice; or

34.2 shorter notice if it is so agreed by a majority in number of the members. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

35. Contents of notice

35.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

35.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

35.3 In every notice calling a meeting of the charity there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the charity.

35.4 If the charity gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

35.5 The notice must specify the postal address and the electronic address to which members may submit a postal vote, form of proxy or other communication in connection with the general meeting to which the notice relates and the general nature of the business to be transacted.

36. Service of notice

Notice of general meetings must be given to every member, to the trustees, to any patron(s) and to the auditors of the charity.

37. Attendance and speaking at general meetings

37.1 A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.

37.2 A member is able to exercise the right to vote at a general meeting when:

37.2.1 that member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

37.2.2 that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

37.3 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

37.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

37.5 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38. Quorum for general meetings

38.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

38.2 The quorum shall be:

38.2.1 25 persons entitled to vote on the business to be transacted (each being a member or a proxy for a member); or

38.2.2 5% of the total membership (represented in person or by proxy);

whichever is greater.

38.3 If a quorum is not present within half an hour from the time appointed for the meeting:

38.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

38.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

39. Chairing general meetings

39.1 The Chair (if any) or in his or her absence some other trustee nominated by the trustees shall preside as chair of every general meeting.

39.2 If neither the Chair nor any trustee nominated in accordance with Article 39 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to chair the meeting and, if there is only one trustee present and willing to act, he or she shall be chair of the meeting.

39.3 If no trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 39.3.

40. Adjournment

40.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

40.1.1 the meeting consents to an adjournment; or

40.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

40.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

40.3 When adjourning a general meeting, the chair of the meeting must:

40.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees; and

40.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 40.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 Clear Days' notice of it:
 - 40.4.1 to the same persons to whom notice of the charity's general meetings is required to be given; and
 - 40.4.2 containing the same information which such notice is required to contain.
- 40.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

41. Voting: general

- 41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles, or unless the trustees have organised a postal vote.
- 41.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
 - 41.2.1 has or has not been passed; or
 - 41.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 54 is also conclusive evidence of that fact without such proof.

42. Votes

Votes on a show of hands

- 42.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
 - 42.1.1 Each member present in person; and
 - 42.1.2 (subject to Article 47.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within two or more/both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 42.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

- 42.2.1 Every member present in person; and
- 42.2.2 Every member present by proxy (subject to Article 47.3)

General

- 42.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 42.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the charity have been paid.

43. Errors and disputes

- 43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 43.2 Any such objection must be referred to the chair of the meeting whose decision is final.

44. Poll votes

- 44.1 A poll on a resolution may be demanded:
 - 44.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 44.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 44.2 A poll may be demanded by:
 - 44.2.1 the chair of the meeting;
 - 44.2.2 the trustees;
 - 44.2.3 two or more persons having the right to vote on the resolution;
 - 44.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds two or more votes; or
 - 44.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 44.3 A demand for a poll may be withdrawn if:
 - 44.3.1 the poll has not yet been taken; and
 - 44.3.2 the chair of the meeting consents to the withdrawal.

45. **Procedure on a poll**

45.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

45.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

45.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

45.4 A poll on:

45.4.1 the election of the chair of the meeting; or

45.4.2 a question of adjournment;

must be taken immediately.

45.5 Other polls must be taken within 30 days of their being demanded.

45.6 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Notice

45.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

45.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

46. **Proxies**

Power to appoint

46.1 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the charity. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

46.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

46.2.1 states the name and address of the member appointing the proxy;

- 46.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 46.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- 46.2.4 is delivered to the charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 46.3 The charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 46.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 46.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 46.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 46.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. Delivery of Proxy Notices

- 47.1 The Proxy Notification Address in relation to any general meeting is:
 - 47.1.1 the registered office of the charity; or
 - 47.1.2 any other Address or Addresses specified by the charity as an Address at which the charity or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form[; or
 - 47.1.3 any electronic Address falling within the scope of Article 47.2.
- 47.2 If the charity gives an electronic Address:
 - 47.2.1 in a notice calling a meeting;
 - 47.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 47.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 47.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

47.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the charity by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

47.4 Subject to Articles 47.5 and 47.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

47.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

47.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

47.6.1 received in accordance with Article 47.4; or

47.6.2 given to the chair, Secretary (if any) or any trustee at the meeting at which the poll was demanded.

Interpretation

47.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 47.

Revocation

47.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

47.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

47.9.1 the start of the meeting or adjourned meeting to which it relates; or

47.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

47.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

48. Amendments to resolutions

- 48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 48.1.1 notice of the proposed amendment is given to the charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - 48.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 48.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 48.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 48.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 48.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

49. Written resolutions

General

- 49.1 Subject to this Article 49 a written resolution agreed by:
- 49.1.1 members representing a simple majority; or
 - 49.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 49.2 On a written resolution each member shall have one vote.
- 49.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 49.4 A members' resolution under the Companies Acts removing a trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 49.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.
- 49.6 In relation to a resolution proposed as a written resolution of the charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 49.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 49.8 Communications in relation to written resolutions must be sent to the charity's auditors in accordance with the Companies Acts.

Signifying agreement

- 49.9 A member signifies his, her or its agreement to a proposed written resolution when the charity receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:
- 49.9.1 identifying the resolution to which it relates; and
- 49.9.2 indicating the member's agreement to the resolution.
- 49.10 For the purposes of Article 49.9:
- 49.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 49.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the charity; or
- (b) where no such manner has been specified by the charity, if the communication contains or is accompanied by a statement of the identity of the sender and the charity has no reason to doubt the truth of that statement.
- 49.11 If the charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Communications by the charity

Methods of communication

50.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the charity, including without limitation:

50.1.1 in Hard Copy Form;

50.1.2 in Electronic Form; or

50.1.3 by making it available on a website.

50.2 Where a Document or information which is required or authorised to be sent or supplied by the charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the trustees may decide what agreement (if any) is required from the recipient.

50.3 Subject to the Articles, any notice or Document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means which that trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

50.4 A member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

50.5 Where any Document or information is sent or supplied by the charity to the members:

50.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

50.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

50.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

50.6 Subject to the Companies Acts, a trustee or any other person (other than in their capacity as a member) may agree with the charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

50.7 Where any Document or information has been sent or supplied by the charity by Electronic Means and the charity receives notice that the message is undeliverable:

50.7.1 if the Document or information has been sent to a member or trustee and is notice of a general meeting of the charity, the charity is under no obligation to send a Hard Copy of the Document or information to the member's or trustee's postal address as shown in the charity's register of members or trustees, but may in its discretion choose to do so;

50.7.2 in all other cases, the charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

50.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

50.8 Copies of the charity's annual accounts and reports need not be sent to a person for whom the charity does not have a current Address.

50.9 Notices of general meetings need not be sent to a member who does not register an Address with the charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the charity does not have a current Address.

51. Communications to the charity

The provisions of the Companies Acts shall apply to communications to the charity.

52. Secretary

A Secretary may be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

52.1 anything authorised or required to be given or sent to, or served on, the charity by being sent to its Secretary may be given or sent to, or served on, the charity

itself, and if addressed to the Secretary shall be treated as addressed to the charity; and

52.2 anything else required or authorised to be done by or to the Secretary of the charity may be done by or to a trustee, or a person authorised generally or specifically in that behalf by the trustees.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

54. Minutes

The trustees must cause minutes to be made:

54.1 of all appointments of officers made by the trustees;

54.2 of all resolutions of the charity and of the trustees (including, without limitation, decisions of the trustees made without a meeting); and

54.3 of all proceedings at meetings of the charity and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or trustee of the charity, be sufficient evidence of the proceedings.

55. Records and accounts

55.1 The trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

55.1.1 annual reports;

55.1.2 annual returns; and

55.1.3 annual statements of account.

55.2 Except as provided by law or authorised by the trustees or an ordinary resolution of the charity, no person is entitled to inspect any of the charity's accounting or other records or Documents merely by virtue of being a member.

56. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

57. Winding up

57.1 The members of the charity may at any time before, and in expectation of, the dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

57.1.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects,

57.2 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 57.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2 “Articles”	the charity’s articles of association;
1.3 “Associate Member”	has the meaning given in Article 30.1;
1.4 “Board Observer”	means a board observer of the Charity that shall not and shall not be entitled to vote on decisions of the Board of trustees, shall not count towards the Board’s quorum and shall have no legal rights or responsibilities in relation to the organisation;
1.5 “charity”	The British Association of Urological Nurses;
1.6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7 “Clear Days”	in relation to the period of a notice, that 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;
1.8 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the charity;
1.9 “Corporate Member”	has the meaning given in Article 30.1;
1.10 “Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.11 “Electronic Form” “Electronic Means”	and have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

Term	Meaning
1.12 “Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.13 “Hard Copy” and “Hard Copy Form”	have the Meanings respectively given to them in the Companies Act 2006;
1.14 “member”	has the meaning given in Article 30.1 and does not include Associate Members and Corporate Members;
1.15 “ordinary resolution”	means a resolution passed by a simple majority of the members present and voting at a duly convened meeting or by written resolution in accordance with Article 49;
1.16 “Poll”	a vote at a general meeting at which members can vote in person and by proxy;
1.17 “Proxy Notice”	has the meaning given in Article 46;
1.18 “Proxy Notification Address”	has the meaning given in Article 47;
1.19 “Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.20 “show of hands”	a vote at a general meeting at which only those members present in person can vote i.e proxy voters are not counted;
1.21 “special resolution”	means a resolution passed by not less than 75% of the members present and voting at a duly convened meeting or by written resolution in accordance with Article 49;
1.22 “Secretary”	the secretary of the charity (if any);
1.23 “trustee”	a director of the charity, and includes any person occupying the position of director, by whatever name called; and
1.24 “Writing”	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.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the charity.