

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE INSTITUTE OF RURAL HEALTH

GENERAL

1.1 In these Articles unless the contrary is indicated the following terms have the following meanings:

THE ACT means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts

THESE ARTICLES means these Articles of Association

THE TRUST means the above named company **THE INSTITUTE OF RURAL HEALTH**

THE OBJECTS means the objects declared in the Memorandum of Association of the Trust (see Clause 3)

THE TRUSTEES means the Directors of the Trust (see Article 8) and “Trustee” has a corresponding meaning

THE OFFICE means the registered office of the Trust

THE SEAL means the common seal of the Trust

MONTH means a calendar month

WRITTEN or **IN WRITING** means produced by any method of representing or reproducing words in a permanent form

1.2 In these Articles unless the contrary is indicated words denoting the singular include the plural and vice versa, and words denoting the masculine include the feminine

1.3 Otherwise any words defined in the Act or in any statutory modification of the Act have the same meaning in these Articles

2. The number of members with which the Trust proposes to be registered is nine but the Trustees may from time to time register an increase of members
3. The Trust must observe sections 352 and 353 of the Act concerning the register of members and every member of the Trust must either sign a written consent to become a member or sign the register of members on joining
4. The Trust is established for the Objects
5. The members of the Trust are the subscribers to the Memorandum of Association and any others whom the Trustees admit to membership under these Articles (see article 6)

MEMBERSHIP

6. The members of the Trust are:
- 6.1 The subscribers to these Articles and the Memorandum of Association before registration of the Trust as a company
 - 6.2 Other individuals or organisations who are interested in furthering the Objects and who complete an application form as prescribed by the Trustees and who are accepted into membership by the Trustees
 - 6.3 Every member must pay an annual subscription of such amount as the Trustees decide from time to time (if any)
 - 6.4 Every individual member and the appointed representative of every organisation in membership has one vote at General Meetings of the Trust
 - 6.5 A member may resign his or its membership at any time and a member who is three months in arrears with his or its subscription is deemed to have resigned but may rejoin on payment of the arrears
 - 6.6 If the Trustees consider that a member's conduct is harmful to the Trust they may by resolution require the member concerned either to resign or to put his or its case to a meeting of the Trustees
 - 6.7 Where the Trustees are satisfied after hearing the case put by or on behalf of the member concerned that the member should leave the Trust they may terminate that membership by written notice and that notice is final
 - 6.8 The Trustees may make provision for non-voting categories of membership including associate membership and honorary membership and set the subscription payable (if any)
 - 6.9 The Trustees must keep a list of members in each category

7. GENERAL MEETINGS

- 7.1 There must be an Annual General Meeting of the members of the Trust once in every calendar year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next: Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and places as the Trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 7.2 At the Annual General Meeting the members will:
- 7.2.1 Receive the Trustees report for the pervious year;
 - 7.2.2 Receive the Treasurer's Report and accounts for the previous year;
 - 7.2.3 Elect Trustees (see Article 8.8.);
 - 7.2.4 Discuss and advise the Trustees on matters of policy for the Trust;
 - 7.2.5 Determine any other matter of which notice has been given
- In addition at the Annual General Meeting the members may elect a Patron or Patrons as they see fit

- 7.3 An Extraordinary Meeting of the members of the Trust may be held at any time if called by the Trustees or if at least one tenth of the membership of the Trust makes a written request to the Trustees
- 7.4 An Extraordinary General Meeting must be called within two weeks of such a request
- 7.5 A General Meeting requires 21 days' notice to be given to the members specifying the matters to be dealt with
- 7.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting
- 7.7 A quorum at a General Meeting is five members present in person or a minimum of one tenth of the membership whichever is the larger number. If there is no quorum the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least three will constitute a quorum for that meeting
- 7.8 The Chairman of the Trustees or in his absence some other person elected by the meeting takes the chair at the General Meetings
- 7.9 Except where these Articles or the Act provide for a larger majority on a specific question, every question is decided by a majority of the votes cast. In the case of equality of votes the Chairman has a second or casting vote.

8. TRUSTEES :COMPOSITION AND ROTATION

- 8.1 The Trustees are responsible for the management of the Trust
- 8.2 The Trustees consist of a minimum of eight individuals who are members of the Trust. Until the first Annual General Meeting the Trustees will consist of the subscribers to these Articles and the Memorandum of Association before the registration of the Trust as a company and all shall retire at the first Annual General Meeting.
- 8.3 At each subsequent Annual General Meeting one third of the elected Trustees or if their number is not a multiple of three then the number nearest to one third shall retire from office.
- 8.4 The Trustees to retire shall be those who have been longest in office since their last election. As between Trustees of equal seniority the Trustees to retire shall in the absence of agreement be selected from among them by lot. The length of time a Trustee has been in office shall be computed from his last election. A retiring Trustee shall be eligible for re-election.
- 8.5 The Trust may, at the meeting at which a Trustee retires as provided above fill the vacated office by election and in default the retiring Trustee shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost

- 8.6 The Trust may from time to time in General Meeting increase or reduce the number of Trustees and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
- 8.7 The Trustees will be elected at the Annual General Meeting
- 8.8 Any Trustee who resigns by written notice to the Trustees or who is absent from three consecutive meetings of the trustees or who is disqualified by law from acting as a charity trustee, or is of unsound mind cease automatically to be a trustee
- 8.9 The Trustees have power to co-opt not more than four additional Trustees as they see fit, and a co-opted Trustee will have the same voting powers and be subject to the same duties as any other Trustee
- 8.10 No-one who is an employee or adviser paid by the Trust is eligible to be a Trustee

9. PROCEEDINGS AT TRUSTEES' MEETINGS

- 9.1 The Trustees will from time to time elect a Chairman from among themselves and the Chairman will preside at all meetings of the Trustees at which he is present. The Trustees may also elect other honorary officers as they see fit
- 9.2 The Trustees must meet at least four times in each calendar year. A quorum at Trustees' meetings is five trustees present in person or joining by audio or video-conference links. A special meeting of the Trustees may be called at any time on seven days notice.
- 9.3 Every question is decided by a simple majority of the Trustees present and voting at a meeting. In the case of equality of votes the Chairman of the meeting has a second or casting vote.
- 9.4 The Trustees may appoint sub-committees to advise them or to carry out specific tasks in the management of the Trust but sub-committees must always report back to the Trustees fully and promptly
- 9.5 The Trustees must keep minutes of its meetings and proceedings and keep safe all records relating to the Trust
- 9.6 The Trustees may make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and to govern their own proceedings and the proceedings of sub-committees and shall have power to alter, add to or repeal the same provided that no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in these Articles of the Memorandum of Association

10. TRUSTEES : NOMINATIONS FOR ELECTION

- 10.1 Every candidate for election as a Trustee must be nominated and seconded in writing by members of the Trust and must give his written consent to stand for election
- 10.2 Nominations and consents must be sent to the Trustees at least 24 hours before the date fixed for the Annual General Meeting

10.3 No person who has been an elected Trustee for two consecutive terms of three years is eligible for re-election for the term of three years immediately following but (if such person is duly qualified) the Trustees shall have the power to co-opt him

11. SECRETARY

The Trustees will appoint (and may remove) either one of themselves (without payment) or some other fit person (who may be remunerated) as Secretary of the Trust

12. ACCOUNTS

12.1 The Trustees are responsible for the keeping of accounting records as required by the Act (Section 221)

12.2 The books of account must be kept at the registered office of the Trust and copies must be sent to the members and others entitled to copies and to the Charity Commissioners for England and Wales (Section 238 of the Act and Section 45 of the Charities Act 1993)

12.3 The Trustees are also responsible for arranging for the accounts of the Trust to be audited by a registered auditor or, so long as the income or expenditure for the year in question does not exceed £100,000, examined by an independent examiner. The Auditor must be appointed in the manner required by the Act (Section 235 to 237)

12.4 The Trustees shall maintain one or more accounts for the Trust and in the name of the Trust at a bank or building society and make regulations governing the signatories (of whom there must be at least two) on such accounts

12.5 At the Annual General Meeting the Trustees must present an income and expenditure account for the period since the previous account until a date within the last six months and a balance sheet made up to the end of the same period. The accounts must be accompanied by reports from the auditor and the Trustees

13. SEAL

The seal may only be used with authority of the Trustees and in the presence of either two Trustees or one Trustee and the Secretary. Any person dealing with the Trust in good faith and any purchaser may assume that the seal if witnessed in this way has been properly used

14. NOTICES

14.1 Whenever notice has to be given to the members of the Trust under the provisions of these Articles it must be delivered either by hand or by first class post to the member's last known address in the UK or published in the Trust's newsletter

14.2 Whenever any notice is required to be given to the Trustees it must be delivered by hand or sent by post to the Trust's Secretary

- 14.3 Whenever any notice is given by post it is deemed to have been received 48 hours after posting

15. AMENDMENT OF ARTICLES

The provisions of these Articles may be amended at a General Meeting by resolution passed by two thirds of the members present and voting but

- 15.1 Notice of the terms of the proposed amendment must be given with the notice calling the meeting
- 15.2 No amendment will be valid if it would bring about a fundamental change in the Objects
- 15.3 No amendment will be valid if its effect would be that the Trust ceased to be a charity according to the Law of England and Wales

16. DISSOLUTION

- 16.1 The Trust may be dissolved at a General Meeting by resolution passed by two thirds of the members present and voting
- 16.2 In the event of a dissolution, the Trustees holding office will remain responsible for the orderly winding up of the affairs of the Trust
- 16.3 After paying or making provision for all proper debts and liabilities of the Trust the Trustees shall transfer any remaining assets in accordance with Clause 8 of the Memorandum of Association
- 16.4 The Trustees shall send a final statement of account to the Charity Commissioners

17. INDEMNITY

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