

Company No. 529321

The Companies Acts 1985 and 1989

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

OF

ARTHRITIS CARE

(Name changed by Special Resolution passed on 8th June 1983)

(as altered by Special Resolutions passed on the 7th November 1996,  
8th September 2001, 12 July 2003, and 14 July 2007, 12 July 2008, 11  
July 2009).

Incorporated the 18th day of February 1954

The Companies Act 1985

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
of  
ARTHRITIS CARE

(Name changed from The British Rheumatism and Arthritis Association by Special Resolution passed on 8th June 1983)

1. The name of the Company (hereinafter called "the Association") is "Arthritis Care"
2. The registered office of the Association will be situate in England
3. The objects for which the Association is established are to alleviate the present widespread human suffering (both physical and psychological) from the diseases of rheumatism and arthritis in all their forms and from other related or similar diseases, conditions or disabilities (all or any of which without prejudice to the generality of the foregoing are hereinafter referred to as "arthritis"); to finance, provide and to press for facilities for up to date diagnosis and treatment and for the care (including residential and nursing), convalescence, re education or rehabilitation of people with arthritis from arthritis and to encourage the use of such facilities; to assist and promote the rehabilitation of those afflicted by arthritis; and thereby to eradicate or reduce the economic loss to the community in terms of manpower and productive effort occasioned by arthritis; to relieve the poverty and suffering of persons who have experienced adversity on account of arthritis, to educate, re educate, train and rehabilitate them for gainful or useful occupations; to reintegrate people with arthritis into the community.

In furtherance of the above objects but not further or otherwise the Association shall have the following powers:

- (1) Without prejudice to the generality of the foregoing to continue to carry on the work of the unincorporated society founded on the 6th day of February 1947 and at the time of the incorporation of the Association on 18th February 1954 known as The British Rheumatic Association
- (2) To provide an organisation for the carrying out of its main objects
- (3) To give or make available such advice, facilities and services including domiciliary or employment aids, appliances or adaptations or structural alterations or other provisions of any kind as will in the opinion of the Association further the attainment of its objects or any of them
- (4)

- (A) To provide for treatment, care, convalescence and rehabilitation people with arthritis through the provision of diagnostic, treatment, residential, nursing, and rehabilitation, after-care or convalescent centres, homes or holiday hotels for such persons, with domiciliary and employment after-care services where necessary or convenient
  - (B) To provide for the education and employment of people with arthritis either at home or elsewhere (including the provision of special schools and workshops where necessary or convenient), and the endowment of any of the aforesaid activities by grants and by the provision or augmentation of scholarships in deserving individual cases
- (5) To print, publish and circulate amongst members, the general public, or any section thereof, and in any place or country, any newspapers, magazines, periodicals, books, pamphlets and articles which may lawfully promote the Association's objects, and to insert and pay for the insertion in any newspaper or other publication of any matter lawfully calculated to further its objects
  - (6) To make personal or written appeals, to hold public meetings or otherwise as may from time to time be deemed expedient, to obtain new members, and to collect and procure contributions to the funds and property of the Association from all persons willing to make such contributions
  - (7) To co-operate with any associations or societies formed for carrying out objects similar to those of the Association, Government departments and others in the pursuit of the Association's objects, both in the United Kingdom and abroad, and to give or receive advice and/or support to or from the aforesaid regarding the furtherance of the Association's objects
  - (8) To provide for the collection, provision, circulation and publication of information as to the prevalence and incidence of arthritis and to emphasise the need for early diagnosis and treatment
  - (9) To promote and support such legislative, social and administrative reforms as may assist the objects of the Association or any of them
  - (10) If and whenever considered advisable to apply or petition for or promote any Royal Charter, Act of Parliament, licence or other similar grant, deed or document for the purposes of the Association or for the regulating or amending of its constitution or for the re-incorporation of the Association or the members thereof with such name as may be authorised or for continuing and expanding the work thereof
  - (11) To act as a central co-ordinating body for organisations working for the welfare of people with arthritis and to undertake any duties with regard to the care and welfare of such persons which may be laid upon the Association by public authorities or Government departments or any other bodies
  - (12) To promote, organise and participate in-
    - (A) conferences and meetings for the discussion of any aspects of arthritis including the treatment and welfare of people with arthritis;
    - (B) exhibitions or material illustrating the need for greater facilities for treatment and research into and for the promotion of the welfare of people with arthritis and of material showing the work of organisations dealing with these matters

- (13) To provide for the maintenance of a register of people with arthritis desiring employment and of a register of employers prepared to employ such persons together with a record of all necessary particulars for the inspection of prospective employers
- (14) To employ and hire medical officers, nurses, welfare, social workers and other necessary staff, either directly or by arrangement with any person, corporation or public body or institution, for the purposes aforesaid.
- (15) To promote competitions and exhibitions and provide prizes and certificates and awards of merit in connection with any matters particularly dealt with in the activities or publications of the Association; provided that every such certificate or award shall state clearly on the face of it that it is issued by and under the authority of the Association only
- (16) To promote or provide either by endowment or otherwise directly or by arrangement with any other body of facilities for social investigations and courses of study or training for persons engaged in any social welfare aspect of work connected with people with arthritis including examinations and the granting of certificates of training and efficiency providing that no certificate shall be granted that does not state clearly on its face that it is not granted by authority of any Government department or authority, but is granted by or under the authority of the Association only
- (17) To make and whenever desirable rescind, alter or amend bye-laws for the regulation of any matters concerning or connected with the Association and the admission of any member or election of any officer or honorary member, and to admit to membership of the Association such persons as shall be eligible in accordance with the Articles of Association of the Association, bye-laws and regulations thereof and shall conform thereto
- (18) To take and accept any gift, devise or bequest of money, property or other assets whether subject to any special trusts or not for any one or more of the objects of the Association or for any special charitable purpose
- (19) To provide a superannuation fund for and the payment or provision of pensions, gratuities and other moneys to the salaried officers and servants employed or formerly employed by the Association or other assistance of such salaried officers and servants, their widows, widowers and dependants
- (20) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association
- (21) (A) To undertake, accept, execute and administer any trusts which may lawfully be undertaken by the Association and may further its objects
- (B) To establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent or manager for, or subscribe, or lend money or assistance to any charitable trust, association, society, company or other body, corporate or unincorporate, whose objects are altogether or in part similar to the objects of the Association (including without prejudice to the generality of the foregoing the support of research into the causes and treatment of arthritis) but so that none of the funds of the Association shall be paid to any federated, affiliated or co-operating trust, association, society or other body which if it is has members does not prohibit the distribution of its income and property amongst its members

to an extent at least as great as is imposed on the Association by Clause 4 of this Memorandum

- (22) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be deemed expedient with a view to the promotion of its objects
- (23) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or other property as the Association may think fit, to the intent that the Association shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner
- (24) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and to purchase redeem or pay off any such securities
- (25) To do all such other lawful things as will conduce to the attainment of the objects of the Association

PROVIDED ALWAYS THAT

- (i) Nothing hereinbefore contained shall authorise or be deemed to authorise the carrying on of any activity for any purposes other than an exclusively charitable purpose (within the legal meaning of that expression) and all of the objects hereinbefore set out shall be limited and construed subject to and in conformity with this proviso
- (ii) In case the Association shall take or hold any property which may be subject to any trust, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trust
- (iii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union
- (iv) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Board of Trustees or other Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board of Trustees or other the Governing Body would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees or other the Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4. The income and property of the Association wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever, by way of profit, to the members of the Association

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association of:-

- (a) Interest on money lent to the Association by any member of the Association at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Trustees or other Governing Body of the Association
- (b) Reasonable and proper rent for premises demised or let to the Association by any member of the Association
- (c) Reasonable and proper remuneration to any member, officer or servant of the Association in return for any services actually rendered to the Association; but so that no member of the Board of Trustees or other Governing Body shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Trustees or other Governing Body except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association
- (d) Fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees or other Governing Body may be a member and in which such member shall hold not more than one hundredth part of the capital of that company, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

5. The liability of the members is limited

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00)

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

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of

members of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

9. Alterations to this Memorandum

9.1 No alterations to this Memorandum may be made which would cause the Association to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 14 clear days' notice of it must be given and 75% of those voting must vote in favour of it.

9.2 Alterations may only be made to the objects of the Association with the Charity Commission's prior written consent.

9.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum must contain the alteration.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
ARTHRITIS CARE

(adopted by Special Resolution  
passed on the 7th day of November 1996)

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings as set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
Abroad	..... Out of the United Kingdom
The Act	..... The Companies Act 2006 as ..... amended by any statutory ..... modification or reenactment ..... thereof for the time being in ..... force
Arthritis	..... Rheumatism, arthritis or any ..... other related or similar disease, ..... condition or disability
The Association	..... The above-named Association
The Board of Trustees	..... The Board of Trustees for the ..... time being of the Association ..... who shall be the directors of the ..... Association for the purposes of ..... the Act
Branch	..... A constituted subdivision of ..... Members (established under ..... Article 64) meeting usually in a ..... particular locality
The Bye-Laws	..... The Bye-Laws from time to time ..... Laid down in accordance with ..... The provisions hereinafter ..... Contained
Charity Commission	..... The Charity Commission of England ..... and Wales

Clear days

.....In relation to a period of notice means  
.....the period excluding the day when the  
.....notice is given or deemed to be  
.....given and the date of the event to  
.....which the notice relates

The Council

.....The Council of the Association  
.....comprising the persons who are  
.....the elected members thereof at  
.....the date of adoption of these  
.....Articles and the ex officio  
.....members of the Council in the  
.....case of each such ex officio  
.....member referring to the person  
.....from time to time holding the  
.....office entitling him to  
.....membership of the Council

Honorary Member

.....An honorary member of the  
.....Association duly elected in  
.....accordance with the provisions  
.....hereinafter contained

In writing

.....Written, printed or lithographed  
.....or partly one and partly another,  
.....and other modes of representing  
.....or reproducing words in a visible  
.....form including email or fax.

Local Group

.....A group (established in a district)  
.....of members with arthritis falling  
.....within a particular age or other  
.....grouping or with a common  
.....interest or a group of members  
.....with a particular kind of  
.....arthritis and of members  
.....interested in their welfare being  
.....a group established by the Board  
.....of Trustees and constituted by  
.....regulations from time to time  
.....made by the Board of Trustees  
.....pursuant to Article 64

Member

.....A member (including an  
.....honorary member) of the  
.....Association whose name is  
.....entered on the register of  
.....members in accordance with the  
.....provisions hereinafter contained  
.....Calendar Month

Month

New Board Commencement Date

.....The close of business of the Annual  
.....General Meeting of the Association  
.....to be held in 1998 or such earlier  
.....date as the Board of Trustees shall  
.....determine

The Office	..... The registered office of the Association
These presents	..... These Articles of Association
Region	..... Such part of the United Kingdom (comprising the whole or any parts of its constituent countries) or of any foreign country as the Board of Trustees shall from time to time designate as such pursuant to Article 64
Regional Representatives	..... The persons from time to time elected to be the Regional Representatives on the Board of Trustees by each of the Regional Committees established pursuant to and acting in accordance with regulations from time to time made by the Board of Trustees pursuant to Article 64
The Register	..... The register of members to be kept pursuant to the Companies Act 2006
The Seal	..... The Common Seal of the Association
The Secretary	..... The Secretary for the time being of The Association or his substitute or acting Secretary
Section	..... A section of members with arthritis falling within a particular age or other grouping or with a common interest and of members interested in their welfare or a section of members having a particular kind of arthritis and of members interested in their welfare being a section established by the Board of Trustees and constituted by regulations from time to time made by the Board of Trustees
Signed	..... Shall include faxes of signatures
Taxable Trading	..... Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Association, the profit of which are subject to corporation tax
Trustee	..... Trustees pursuant to Article 64 ..... A member of the Board of Trustees including (subject as provided in Article 36) an Elected Trustee a Specially Appointed Trustee and an ex officio Trustee
The United Kingdom	..... The United Kingdom of Great

These presents shall be construed with reference to the provisions of the Act;

Unless the subject or context otherwise requires, words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender;

Words importing persons shall include corporations; and

Words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meanings in these presents.

2. The number of the members with which the Association proposes to be registered is unlimited
3. The provisions of Sections 114 and 115 of the Act as to the register shall be observed by the Association
4. The Association is established for the purposes expressed in the Memorandum of Association

#### MEMBERS

5. Subject to the provisions hereinafter contained membership of the Association shall be open to all persons having arthritis and to all persons interested in the welfare of persons having arthritis. The members of the Association shall be such persons, corporations, organisations, societies or like bodies (corporate or unincorporate) as shall be admitted to membership and whose names shall be entered on the register of members in accordance with the provisions herein contained
6. The persons who are members of the Association at the date of adoption of these Articles and such other persons and corporations as shall be admitted in accordance with these Articles and no others, shall be members of the Association, and their names shall be entered in the register accordingly
7. Subject to any resolutions which may be passed at a General Meeting, and to any provisions herein contained, the Board of Trustees may make and institute such conditions and classes of membership as they may from time to time think fit
8. The Board of Trustees may, subject as aforesaid, determine from time to time the minimum subscriptions which shall be payable by the members of the Association, and such classes thereof as the Board of Trustees may institute, and may determine the rights of such members and classes
9. The Board of Trustees may elect any person for any period it may think fit to honorary membership upon the same conditions applying to the admission of other members except that any person so elected shall not be liable to pay any subscription
10. Every applicant for admission to membership of the Association shall submit to the Association a written and signed application in such form as the Board of Trustees may approve

and shall pay the subscription for the time being prescribed. An applicant for such admission shall subject to any conditions from time to time prescribed by the Board of Trustees be deemed to be admitted to membership of the Association upon entry of his name on the Association's register of members following submission of such application and payment of such subscription

11. Every such applicant shall pay to the Association the minimum subscription fixed by the Board of Trustees or such subscription as the Board of Trustees deems appropriate to his class of membership (if any), except as otherwise provided herein

12. A member of the Association shall cease to be a member-

- (A) If any subscription payable by him as such member shall have remained unpaid for more than three months after the same shall have become payable and the Board of Trustees resolves to end that membership and the date of cessation of membership is entered in the register of members of the Association; or
- (B) If he shall have given notice in writing to the Association or such person as the Board of Trustees shall from time to time direct for such purpose of his intention to resign his membership as from the date on which such notice shall have been received by the Association or by such person as aforesaid; or
- (C) If the Board of Trustees shall in writing request him to resign or give him notice determining his membership, then as from the date of such request or notice being made or given, provided always that no such request or notice shall be made or given or have any operation or effect unless and until the member concerned shall have been given reasonable and proper notice of the meeting of the Board of Trustees convened to consider the matter, together with particulars of the grounds of complaint against him and a proper opportunity of being heard in his defence at such meeting. No resolution to give such request or notice as aforesaid shall be valid or effectual unless not less than two-thirds of the members of the Board of Trustees present at the meeting shall have voted in favour thereof

Any person or body who shall cease to be a member of the Association shall not be relieved thereby from any liability to the Association in respect of any subscription which shall have become payable by him before the date of his ceasing to be such a member, unless the Board of Trustees shall otherwise determine, and the Board of Trustees may at any time, if they think fit, re-admit him as a member

13. Every member shall to the best of his ability further the objects, interests and influence of the Association, and shall observe all bye-laws and regulations of the Association made pursuant to the powers in that behalf hereinafter contained

14. The member's signature to the application form shall be considered as his agreement to be bound by the Memorandum and Articles of Association, and any alterations therein from time to time made in accordance with law and any bye-laws and regulations of the Association for the time being in force. The Board of Trustees may delegate the power to admit members

#### SUPPORTERS

15. The Board of Trustees may make regulations for persons who support the objects of the Association but who do not wish to become members to be invited to become supporters upon payment of such subscription and subject to such terms and conditions as the Board of Trustees may prescribe. Such regulations may provide for supporters to be entitled to receive the Association's newspaper or to enjoy such other benefits and privileges as the Board of Trustees may prescribe. A supporter shall not be a member of the Association and shall not be entitled to any of the rights or privileges associated with membership but may be invited by the Board of Trustees to attend and may also be invited to speak but not vote at any General Meeting of the Association

#### GENERAL MEETINGS

16. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting, in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it, and every such meeting shall be held at such time and place as may be determined by the Board of Trustees, provided that every such General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting

17. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings

18. The Board of Trustees or the Chairman of the Board of Trustees or, in his absence, the Vice-Chairman of the Board of Trustees may call an Extraordinary General Meeting whenever he or they shall think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by section 303 of the Act

19. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by fourteen (14) days' notice in writing at the least, and any other General Meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place the day and the hour of the meeting, and in the case of special business the general nature of such business

20. The notice calling a General Meeting shall be given in the manner hereinafter mentioned or in such other manner as the Association in General Meeting may from time to time determine to the Auditors and to such members of the Association as are under the provisions of these presents entitled to receive notices from the Association

21. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive the same shall not invalidate any resolution passed, or proceeding had, at such meeting

#### PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of

the Board of Trustees and of the Auditors, the election of Trustees and other officers and the appointment and fixing of the remuneration of the Auditors

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be twelve members personally present

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

25. With the consent of any meeting at which a quorum is present the Chairman of the meeting may adjourn the meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place

26. The President (if any) of the Association shall preside as Chairman at any General Meeting, but if there be no such President, or if at any meeting he shall not be present within five minutes of the time appointed for holding the meeting or shall be unwilling to preside, the Patron (if any) of the Association shall preside and if he shall be absent or unwilling to preside the Chairman of the Board of Trustees shall preside, and in the absence of the Chairman of the Board of Trustees the Vice Chairman of the Board of Trustees shall preside, and in the absence of the Vice Chairman the members present shall choose some Trustee, or if no such officer or Trustee be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Association who shall be present to preside

27. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll of members present and entitled to vote be demanded in writing by at least five members present and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution

28. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

29. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment

30. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have

31. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

#### VOTES OF MEMBERS

32. The Board of Trustees may determine that any resolution to be put to the vote at a General Meeting, including without limiting the generality of the foregoing the election of any officers or of Trustees shall, instead of being put to the vote as aforesaid, be decided by a postal ballot of members which shall be conducted in such manner and at such time before or after the General Meeting in question as the Board of Trustees may determine. For the purposes of any reference elsewhere in these Articles to matters being decided or resolutions being passed at a General Meeting, in any case where the foregoing power is exercised a resolution decided by a postal ballot shall be deemed to have been passed at the General Meeting in question

33. Save as herein expressly provided, no person other than a member duly admitted and registered shall be entitled to be present or to vote on any question at any General Meeting and no person other than as aforesaid shall be entitled to vote on any postal ballot

34. (A) On each resolution to be decided by a postal ballot every member entitled to vote shall have one vote

(B) On a show of hands and on a poll every member present in person or by proxy shall have one vote

35. A corporation may appoint a representative to act for it at a General Meeting as provided by section 323 of the Act

#### PROXY VOTES

(A) (i) A member of the Association who is entitled to attend and vote at a general meeting may appoint another person as proxy to attend and vote instead of him on any resolution

(ii) The appointment of a proxy shall be in writing, shall be signed by and on behalf of the person making the appointment and shall be set out in such form as may from time to time be approved by the Board of Trustees

(iii) A vote exercised by proxy is valid even if the proxy has been revoked or ended in some other way, unless notice of its revocation or termination was received before the start of the meeting at which the vote is to be exercised or (when the poll is not taken on the same day as the meeting) before the time appointed for taking the poll

#### BOARD OF TRUSTEES

36. (A) There shall be a Board of Trustees which shall comprise the Council until the New Board Commencement Date and the term of office of every person who was an elected member of Council immediately prior to the adoption of these Articles

shall continue until the New Board Commencement Date when the term of office of every person who is a Trustee by virtue of his membership of the Council shall cease. With effect from the New Board Commencement Date the Board of Trustees shall consist of the ex officio Trustees referred to in Article 37 and not less than the minimum number and not more than the maximum number of elected Trustees (hereinafter referred to as "the Elected Trustees") who shall subject as herein mentioned be elected by the members at the Annual General Meetings of the Association and not more than two further Trustees (hereinafter referred to as "the Specially Appointed Trustees") who shall be appointed and elected as provided in Article 39

- (B) Until otherwise and from time to time determined by the members in General Meeting the minimum number of Elected Trustees is one and the maximum number of Elected Trustees is five

37. The ex officio Trustees shall be:-

- (1) the Regional Representatives
- (2) the Chairman of the Board of Trustees if he shall cease to be a Trustee save pursuant to Articles 51 or 54
- (3) the Honorary Treasurer and the Honorary Vice-Treasurer or (when there are two Honorary Treasurers) the Honorary Treasurers

38. The Board of Trustees may from time to time and at any time appoint any member of the Association as a Trustee either to fill a casual vacancy amongst the Elected Trustees or by way of addition to the Elected Trustees provided that the number from time to time prescribed as the maximum number of Elected Trustees be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for election as an Elected Trustee

39. The Board of Trustees may also from time to time and at any time appoint any member of the Association as a Specially Appointed Trustee provided that there shall be no more than two Specially Appointed Trustees at any one time. Any person appointed as a Specially Appointed Trustee as aforesaid may be removed from such office by the Board of Trustees prior to the next Annual General Meeting following his appointment and subject thereto shall retain his office only until the next Annual General Meeting, but he shall then be eligible for election as a Specially Appointed Trustee by the members at that Annual General Meeting. No-one shall be eligible for election as a Specially Appointed Trustee by the members at an Annual General Meeting other than a person appointed as a Specially Appointed Trustee by the Board of Trustees since the last Annual General Meeting and standing for election upon completion of his initial appointment and a Specially Appointed Trustee standing for re-election on completion of his term of office pursuant to Article 52 and recommended for re-election by the Board of Trustees. There shall be a separate resolution put to the vote of members for the election or re-election of each Specially Appointed Trustee. If the resolution to elect or re-elect a Specially Appointed Trustee shall not be passed by the members such person shall not then be eligible to be appointed or reappointed as a Specially Appointed Trustee by the Board of Trustees

## OFFICERS OF THE ASSOCIATION

### PRESIDENT AND VICE-PRESIDENTS

40. There shall be a President of the Association and such number of Vice-Presidents of the Association as shall from time to time be elected by the Association in General Meeting. Each of such officers shall be elected to such office at an Annual General Meeting of the Association and shall subject as hereinafter mentioned hold office until the dissolution of the fifth Annual General Meeting of the Association after that at which he was elected.

A retiring President or Vice-President shall be eligible for re-election.

41. No person shall be eligible for election or appointment as a Trustee or to any other office of the Association unless he is a member of the Association at the time of such election or appointment nor shall he receive any remuneration for acting as an officer of the Association.

42. Any casual vacancies in the offices of President or Vice-President may be filled by the Board of Trustees but any person so appointed shall hold office only until the next Annual General Meeting of the Association.

### CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD OF TRUSTEES

43. (A) There shall be a Chairman and a Vice-Chairman of the Board of Trustees who shall each be elected by the Board of Trustees from the Trustees at a meeting of the Board of Trustees. The first Chairman of the Board of Trustees following the adoption of these Articles shall be the Chairman of the Council. The term of office of the first Chairman shall expire at the close of business of the first Annual General Meeting of the Association to be held after the New Board Commencement Date. A person shall not be eligible for election as Chairman of the Board of Trustees unless he shall have been a member of the Association for a period of not less than three years at the date of his election.
- (B) The Board of Trustees may prior to the expiry of the term of office of the current Chairman elect a person to succeed the current Chairman on the termination of his office. Subject as provided in Article 43(A) the terms of office of Chairman of the Board of Trustees and of the Vice-Chairman of the Board of Trustees shall commence on the date with effect from which he is elected to such office and shall expire at the dissolution of the third succeeding Annual General Meeting after such date.
- (C) The person elected as Chairman or Vice-Chairman pursuant to this Article shall on completion of his term of office as such be eligible for re-election to such office provided that on completion of such further term of office in the case of the Chairman he shall not have served as such for more than six successive years. The expression "year" in this Article shall mean the period commencing at the dissolution of one Annual General Meeting and ending at the dissolution of the next succeeding Annual General Meeting of the Association.

- (D) The office of Chairman or Vice-Chairman of the Board of Trustees shall be vacated if the person holding such office ceases to be a member of the Board of Trustees pursuant to Article 51 or Article 54.
- (E) Particulars of the persons appointed as Chairman and Vice-Chairman since the last Annual General Meeting of the Association shall be reported to the members at each Annual General Meeting.
- (F) If the Chairman or Vice-Chairman shall die, resign or cease to hold such office prior to the expiry of his term of office the Board of Trustees may elect from the Trustees a new Chairman or Vice-Chairman (as the case may be) either to complete the term of office of his predecessor or for a full term of office pursuant to Article 43(B)

#### HONORARY TREASURER AND HONORARY VICE-TREASURER

- 44.
- (A) There shall be either an Honorary Treasurer and an Honorary Vice-Treasurer of the Association or two Honorary Treasurers of the Association such choice being exercised from time to time by resolution of the Board of Trustees and each of such office holders shall in the first instance be appointed by the Board of Trustees and subsequently elected by the members at an Annual General Meeting. The Board of Trustees may prior to the expiry of the term of office of the holder of any such offices from time to time appoint a person to succeed such holder on the termination of his office (whether in that office or if the choice referred to above shall be exercised then in the alternative office referred to above). If the person appointed to any of such offices shall immediately prior to such appointment be an Elected Trustee, a Specially Appointed Trustee, Regional Representative or the Young Arthritis Care Representative then their term of office shall terminate on the commencement of their term of office as Honorary Treasurer or Honorary Vice-Treasurer. The person holding the office of Honorary Treasurer or Honorary Vice-Treasurer shall not so long as they shall continue to hold such office be eligible to be elected or appointed as an Elected Trustee a Specially Appointed Trustee a Regional Representative or the Young Arthritis Care Representative
  - (B) Any person appointed as Honorary Treasurer or Honorary Vice Treasurer by the Board of Trustees pursuant to an Annual General Meeting shall retain their office only until the next Annual General Meeting, but they shall then be eligible for election or re-election to such office by members at such Annual General Meeting. No one shall be eligible for election or re-election to the office of Honorary Treasurer or Honorary Vice-Treasurer by the members at any Annual General Meeting other than a member first appointed to the office of Honorary Treasurer or Honorary Vice-Treasurer (as the case may be) by the Board of Trustees since the last Annual General Meeting or (as the case may be) the holder of such office standing for re-election on completion of their term of office pursuant to Article 44(C). If the resolution to elect or re-elect a person to either of such offices shall not be passed by the members such person shall not be eligible to be appointed or re-appointed to such office by the Board of Trustees.
  - (C) Subject as hereinbefore provided the terms of office of the Honorary Treasurer or each of them (where there are two) and the Honorary Vice-Treasurer shall expire at

the dissolution of the third succeeding Annual General Meeting after the Annual General Meeting at which such person shall be elected or re-elected to such office but shall then be eligible for re-election

#### POWERS OF THE BOARD OF TRUSTEES

45. The business of the Association shall be managed by the Board of Trustees, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made. Without prejudice to the generality of the foregoing provisions of this Article, the publication of the journal of the Association shall be under the absolute control of the Board of Trustees

46. The Board of Trustees shall have the management of all the property of the Association

- (A) Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005

47. The Board of Trustees shall engage all such officers and servants as they may consider necessary, and shall regulate their duties and fix their salaries

48. The Board of Trustees may appoint a person to exercise, subject to their directions and to any limitations from time to time imposed by them, a general control over the work of the Association. Without prejudice to the generality of the foregoing, the Board of Trustees shall appoint a Secretary at such salary and upon such terms and conditions as the Board of Trustees may from time to time determine.

49. The Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the Elected Trustees shall at any time be or be reduced in number to less than one it shall be lawful for the remaining Trustees to act as the Board of Trustees for the purpose of filling vacancies in their own body, or of summoning a General Meeting, but not for any other purpose

50. Cheques on the Association's bankers shall be signed by the persons nominated by the Board of Trustees in that behalf. The Association's banking account shall be kept with such banker or bankers as the Board of Trustees shall from time to time determine

#### DISQUALIFICATION OF TRUSTEES

51. The office of a Trustee shall be vacated

- (A) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) if he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs

- (C) if by notice in writing to the Association he resigns his office;
- (D) if he is removed from office by a resolution passed by a majority of not less than two-thirds of such Trustees as (being entitled to do so) vote at a meeting of the Board of Trustees of which notice specifying the intention to propose the resolution has been duly given;
- (E) if he is prohibited by law from holding office

#### TERM OF OFFICE AND RETIREMENT OF ELECTED TRUSTEES AND SPECIALLY APPOINTED TRUSTEES

52. Subject as provided in Articles 51 and 54 the term of office of an Elected Trustee and a Specially Appointed Trustee shall commence at the dissolution of the meeting at which he is elected as a Trustee and continue until the dissolution of the third Annual General Meeting of the Association following his election as such and he shall then retire from office but shall be eligible for re-election (subject as provided in Article 39).

53. The Association may from time to time in General Meeting increase or reduce the minimum or maximum number of the Elected Trustees and may make the appointments necessary for effecting any such increase

54. In addition and without prejudice to the provisions of section 168 of the Act, the Association may by Extraordinary Resolution remove any Trustee (whether elected or not) before the expiration of his period of office, and may where appropriate by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed

#### PATRON

55. The Board of Trustees may appoint a person, who need not be a Member, to be Patron of the Association. The Patron shall undertake such functions on behalf of the Association as the Board of Trustees shall decide. The appointment of a Patron shall be reported to the first Annual General Meeting of the Association following his appointment  
The Patron shall be entitled to receive notices of and to attend ex officio all General Meetings of the Association and to speak at such meetings but shall not be entitled to vote

#### PROCEEDINGS OF THE BOARD OF TRUSTEES

56. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five Trustees present shall be the quorum for the transaction of the business of the Board of Trustees. Questions arising at any meeting shall be decided by a majority of votes. Every Trustee present shall have one vote only notwithstanding that he may be a Trustee in more than one capacity but in case of an equality of votes the Chairman shall have a casting vote in addition to any other vote he may have

57. On the request in writing of the Chairman or of any ten Trustees the Secretary shall summon a meeting of the Board of Trustees by notice served upon the Trustees. At least fourteen days' notice of each meeting of the Trustees shall be given to the Board of Trustees. A Trustee who is absent abroad shall not be entitled to a notice of a meeting

58. The Board of Trustees shall meet at least two times in every year

59. The Chairman shall preside at all meetings of the Board of Trustees at which he shall be present, but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting then the Vice-Chairman of the Board of Trustees shall preside at that meeting and if neither the Chairman nor the Vice-Chairman be present then the Trustees present shall choose one of their number to be Chairman of the meeting

60. Subject to the provisions of Article 49 a meeting of the Board of Trustees for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Trustees generally

61. The Board of Trustees may delegate any of their powers to committees consisting of such Trustee or Trustees and of such other persons as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees as aforesaid

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

63. The Board of Trustees shall cause proper minutes to be made of the, proceedings of all meetings of the Association and of the Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minute of any meeting if purporting to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the fact therein stated

64 (A) (1) The Board of Trustees may at their discretion from time to time either in the United Kingdom or abroad establish Branches and Local Groups in such districts as may be deemed necessary for or conducive to the objects of the Association or any of them, and may at their discretion dissolve any of such

Branches or Local Groups. Branches and Local Groups shall be organised in Areas and the Areas shall be organised in Regions one of which shall comprise Scotland and the number and boundaries of each such Branch, Local Group, District, Area and Region shall be determined from time to time by or in such manner as the Board of Trustees shall from time to time determine

(2) The Board of Trustees may also from time to time make provision for the establishment of a committee (hereinafter referred to as an "Area Liaison Committee") for each of the Areas referred to in Article 64(A)(1) comprising representatives from the Branches and Local Groups of the Association in such Area and provide for each Area Liaison Committee to elect a representative or representatives to the Regional Committee referred to in Article 64(A)(3) for the Region in which such Area is situated

(3) The Board of Trustees may also from time to time make provision for the establishment of a committee (hereinafter referred to as a "Regional Committee") for each of the Regions referred to in Article 64(A)(1) comprising representatives from the Area Liaison Committees for the Areas in such Region and such other persons as may from time to time be determined by the Board of Trustees and provide for each Regional Committee save for the Regional Committee for Scotland to elect one Regional Representative and for the Regional Committee for Scotland to elect two Regional Representatives

- (B) The Board of Trustees may at their discretion from time to time either in the United Kingdom or abroad establish such Sections as may be deemed necessary for or conducive to the objects of the Association or any of them and may at their discretion dissolve any such Sections.
- (C) The Board of Trustees may from time to time make regulations for the establishment and constitution of and conduct of the affairs of Branches, Branch Committees, Local Groups and Local Group Committees, Sections and Section Committees, Area Liaison Committees and Regional Committees including provision for the election or appointment of such officers as the Board of Trustees may from time to time consider appropriate as the representatives referred to in Articles 64(A) (2) and (3) and for the carrying on of the affairs of each such Committee and may also disband any of such Committees

#### THE SEAL

65. The Board of Trustees shall provide a seal and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the said seal shall be deposited in such place as the Board of Trustees shall from time to time determine and the said seal shall not be affixed except by the authority of the Board of Trustees previously given and in the presence of one Trustee at the least who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

#### ACCOUNTS

66. The Board of Trustees shall, in accordance with the requirements of the Act, cause proper books of account to be kept with respect to:-

- (A) The assets and liabilities of the Association;
- (B) The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
- (C) All sales and purchases of goods by the Association

67. The books of account shall be kept at the office, or (subject to the Act) at such place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of Trustees during normal business hours

68. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association and subject thereto such accounts and books shall be open to inspection by members at all reasonable times during business hours

69. Once at least in every year the Board of Trustees shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board of Trustees and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than twenty-one clear days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served

#### AUDIT

70. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors or accountants

71. The financial year of the Association shall unless otherwise determined by the Board of Trustees be co-terminous with the calendar year

#### NOTICES

72. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or if the member has consented in writing to receiving notices by fax by sending it by fax to the member's fax number or if the member has consented in writing to receiving notices electronically and has provided the Association with an email address by sending it by email to that address

73. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act only those members who are described

in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association

74. Any notice, if served by post, shall be deemed to have been served on the second day (excluding Sundays and Bank Holidays) following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter. If notice is sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been properly sent. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent

- (A) The Association may assume that any fax number or email address given to them by a member remains valid unless the member informs the Association that it is not

75. Any notice required to be or which may be given by advertisement shall be advertised in two national daily newspapers and in the journal of the Association

- (A) Where a member has informed the Association in writing of his consent or has given deemed consent in accordance with the Act, to receiving notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 72 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question

#### WINDING UP

76. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents

#### INDEMNITY

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee, Secretary, auditor or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against any liability incurred by him in that capacity (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association

78. The Association may at its discretion indemnify any Trustee against the whole or part of such member's reasonable expenses in travelling to and from any meeting of the Board of Trustees and other meetings or events for the Association when formally requested by an officer of the Association to attend the same


Subject to the provisions of the Act no Trustee, Secretary or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other trustee, Secretary or officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement, or oversight on his part or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto.

#### BYE-LAWS

80. The board of Trustees shall have power in its discretion from time to time to make bye-laws for the internal or domestic organisation of the association, and to add to, amend, alter or repeal any bye-law so made: Provided always that no bye-law or alteration of a bye-law shall be made under his power which would amount to such an addition to or alteration of these presents as could only legally be made by Special Resolution with the approval of the Charity Commissioners.



ROSEMARY BLAIR, CHAIR

  
ROY WHITLOCK, HON TREASURER

