

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association of Chartered Accountants' Benevolent Association

(as amended by special resolutions dated 4 June 2013 and 14 September 2023)

Interpretation

1. The interpretation of these Articles is governed by the provisions set out in the Schedule to the Articles.

Name

2. The name of the company is Chartered Accountants' Benevolent Association. In these Articles of Association it is called the "Charity".

Beneficiaries, objects and Trustees' discretion

3.
 - 3.1 The Charity's beneficiaries shall be:
 - 3.1.1 members and former members of the Institute of Chartered Accountants in England and Wales ("the Institute"), the Society of Incorporated Accountants ("the Society") and any other professional body of accountants;
 - 3.1.2 the dependants of such members and former members; and
 - 3.1.3 the current and former employees of the Institute, the Society, any other professional body of accountants, the Charity and the dependants of such employees;
 - 3.1.4 the individuals specified in Article 3.3.3.
 - 3.2 The Charity's objects are:
 - 3.2.1 the relief of poverty and sickness and the preservation of good health of the beneficiaries;
 - 3.2.2 such other purposes as are charitable under the laws of England and Wales for the benefit of the beneficiaries.
 - 3.3 In this Article 3:
 - 3.3.1 "beneficiaries" means individuals within any class of beneficiaries described in Article 3.1;
 - 3.3.2 "dependant" means spouse, widow, widower and child and any person who is or was dependent on a member or former member of the Institute, the Society, any other professional body of accountants or on a current or former employee of the Institute, the Society, any other professional body of accountants or a current or former employee of the Charity; and
 - 3.3.3 "member" includes an individual without full membership who is or was registered as studying for examinations with the expectation of becoming a full member of the Institute, the Society or of another professional body of accountants and who is or was registered with such body for that purpose and, for the avoidance of doubt, includes

individuals who have been articulated as clerks to members of the Institute or the Society or who have been registered students of the Institute or the Society; and

- 3.3.4 “professional body of accountants” means the Institute, the Society, any professional body of accountants that succeeds to the functions of the Institute and any other professional body of accountants that transfers its functions to the Institute.
- 3.4 The Trustees may in their absolute discretion prefer beneficiaries who are connected with either the Society or the Institute or any other professional body of accountants and shall, in the exercise of such discretion, not be subject to any challenge provided that such discretion shall be periodically reviewed.

Powers

4. To further its objects the Trustees may:
- 4.1 provide and assist in the provision of money, materials or other help;
 - 4.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
 - 4.3 publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
 - 4.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
 - 4.5 provide or procure the provision of counselling and guidance;
 - 4.6 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 development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
 - 4.7 acquire any real or personal property and any rights or privileges and construct maintain, alter and equip any buildings;
 - 4.8 subject to any consent required by law 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;
 - 4.9 subject to any consent required by law borrow or raise and secure the payment of money;
 - 4.10 invest the Trustee’s money not immediately required for its objects in any investments;
 - 4.11 delegate the management of investments to a financial expert provided that the financial expert is an authorised person within the meaning of the Financial Services and Markets Act 2000 (as that Act may be amended, re-enacted or consolidated); or
 - a) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001 (as that Order may be amended, remade, enacted or consolidated);
 - b) the investment policy is set down in writing for the financial expert by the Trustees;
 - c) the performance of the investments is reviewed regularly by the Trustees;

- d) the Trustees are entitled to cancel the delegation arrangement at any time;
 - e) the investment policy and the delegation arrangements are reviewed regularly;
 - f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees;
 - g) the financial expert may not do anything outside the powers of the Trustees;
- 4.12 arrange for investments or other property of the Trustees to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.13 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;
- 4.14 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;
- 4.15 subject to Article 4.16 raise funds by way of subscription, donation or otherwise;
- 4.16 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 or losses;
- 4.17 incorporate subsidiary companies and other legal entities to carry on any activity;
- 4.18 subject to Article 5 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.19 establish and support or aid in the establishment and support of any other charitable organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 4.20 undertake and execute charitable trusts;
- 4.21 amalgamate or co-operate with any charity having charitable objects wholly or in part similar to those of the Charity;
- 4.22 acquire or undertake respectively all or any of the property, liabilities and engagements of charities with which the Charity may co-operate or federate;
- 4.23 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 4.24 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard as to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity; and
- 4.25 do all such other lawful things as shall further the Charity's objects.

Limitation on private benefits

5. The income and property of the Charity shall be applied solely towards the promotion of its objects and (except as provided below) no part may be paid or transferred directly or indirectly by way of benefit to the members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 5.1 any payments made to any beneficiary of the Charity (including a member/Trustee);
 - 5.2 reasonable and proper remuneration to any person (not being a Trustee) for any services rendered to the Charity;
 - 5.3 interest on money lent by any person at a reasonable and proper rate;
 - 5.4 any reasonable and proper rent for premises let by any person;
 - 5.5 fees, remuneration or other benefits in money or money's worth to a company of which a Trustee or a member of their immediate family holds less than one per cent of the capital;
 - 5.6 reasonable and proper remuneration to any Trustee for any goods or services supplied to the Charity on the instructions of the Trustees (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that the procedure described in Article 105 must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision; and this provision may not apply to more than half of the Trustees in any financial year;
 - 5.7 reasonable and proper out-of-pocket expenses of Trustee;
 - 5.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.24.

Limited liability

6. The liability of the members is limited.

Contributions of Members

7. Every member of the Charity undertakes to contribute a sum not exceeding £1 to the assets of the Charity if it is wound up during their membership or within one year afterwards:
 - 7.1 for payment of the debts and liabilities of the Charity contracted before they ceased to be a member;
 - 7.2 for the costs, charges and expenses of winding up;
 - 7.3 for the adjustment of the rights of the contributories among themselves.

Members

8. The Trustees and such members of the Institute as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Charity.
9. The Trustees shall admit to membership of the Charity every member of the Institute who applies to the Charity in such form as the Trustees require and either:
 - 9.1 pays an annual subscription of £10 or such other sum as may be determined in accordance with Article 11; or
 - 9.2 pays such sum as the Trustees may decide in order to acquire membership for any period longer than one year.
10. Membership shall not be transferable and shall cease on death. A member shall cease to be a member:

- 10.1 on the expiry of at least seven clear days' notice given by the member to the Charity of their intention to withdraw;
- 10.2 if any subscription or other sum payable by the member to the Charity is not paid within 30 days after the due date. The Trustees may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Trustees may decide;
- 10.3 if the member, not being a Trustee, ceases to be a member of the Institute;
- 10.4 if the member, being a Trustee, ceases to be a Trustee and is not admitted to membership in accordance with Article 9; or
- 10.5 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 be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Charity. Such a resolution shall 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;

and a person ceasing to be a member shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by them and no subscription sum paid by them shall be repayable.

Subscriptions

11. Each member liable to pay an annual subscription shall pay such subscription in advance:
 - 11.1 upon being admitted to membership, in respect of the period of up to one year ending on the next 31st December; and
 - 11.2 on 1st January in each year thereafter.
12. The subscription sums may be increased by the Trustees in any year to such sum as they reasonably consider takes account of inflation and any increased sum shall be notified to the members at least 60 days before its due date for payment. Any greater increase in the subscription sum may be made by resolution of the members.
13. Trustees shall not be obliged to pay subscriptions.

Associate Members

14. The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

Patrons

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

Trustees

Number of Trustees

16. The Charity shall aim to have at least six and no more than twenty Trustees, of whom more than half should, on appointment, be members of a professional body of accountants as defined in Article 3.3.4.

Appointment of Trustees

17. Trustees may, subject to the Articles, be:
 - 17.1 elected, by ordinary resolution at a general meeting;
 - 17.2 appointed by a decision of the Trustees, on the basis that they consider the appointment is necessary to fill a casual vacancy; or
 - 17.3 appointed as co-opted Trustees by a decision of the Trustees.

Terms of office

Elected Trustees

18. Each Trustee who is elected at an annual general meeting shall retire from office at the third annual general meeting following their appointment or re-appointment and may, subject to Article 26, be re-elected for subsequent terms of office of equivalent length. A Trustee's election, re-election or retirement shall take effect at the end of the relevant annual general meeting.
19. Subject to Article 26, if the Charity at the meeting at which a Trustee retires does not fill the vacancy, the retiring Trustee shall, 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. If a Trustee is not reappointed, the Trustee shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.
20. No person may be appointed as a Trustee:
 - 20.1 unless the Trustee has attained the age of 18 years; or
 - 20.2 in circumstances such that, had the person already been a Trustee, they would have been disqualified from acting under the provisions of these Articles.
21. No person other than a retiring Trustee shall be appointed or reappointed a Trustee at any general meeting unless the Trustee is recommended by the Trustees.
22. At least seven but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
23. Subject to the Articles, the Charity may, at any time, by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee. The resolution should specify the term of office for that Trustee. Where it does not, the appointed Trustee shall be deemed to hold office until the next annual general meeting.

Trustees appointed to fill casual vacancies and co-opted Trustees

24. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional co-opted Trustee.
25. A Trustee appointed under Article 24 shall be appointed for such term of office as the Trustees think fit, provided that:

- 25.1 Each term of office must end no later than the next board meeting occurring after the third anniversary of their appointment; and
- 25.2 They must comply with Article 26.

Long-stop

26. Any Trustee (whether appointed or elected) who has served for three consecutive terms or nine consecutive years (whichever is longer) is ineligible for re-appointment or re-election for a further term, until they have taken a break from office lasting until:
 - 26.1 the following annual general meeting; or
 - 26.2 the anniversary of the end of their term.

Disqualification and removal of Trustees

27. The office of a Trustee shall be vacated if:-
 - 27.1 the Trustee ceases to be a Trustee by virtue of any provision of the Companies Acts or the Trustee becomes prohibited by law from being a Trustee;
 - 27.2 the Trustee becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 27.3 the Trustees reasonably believe that the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
 - 27.4 the Trustee resigns by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
 - 27.5 the Trustee fails to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
 - 27.6 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees;
 - 27.7 the Trustee, being a member of a professional body regulating their profession, is subject to:
 - (a) expulsion from such professional body;
 - (b) suspension of the Trustee's membership thereof; or
 - (c) any other sanction that disqualifies the Trustee from holding office within such professional body.

Powers of Trustees

28. Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
29. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.
30. The Trustees may appoint any of their number to any office, and in particular may appoint:
 - 30.1 one of their number as Chair of the Charity; and
 - 30.2 one of their number as Deputy Chair of the Charity,

and may at any time remove any office holder from their office.

31. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the Trustee's appointment or that the Trustee 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.
32. Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit.

Regulations

33. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business of the Trustees or any Committee, the conduct of meetings (including any arrangements for Remote Attendance) and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Articles or any rule of law.

Delegation of Trustees' powers

34. 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.
35. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee whether or not comprising Trustees in accordance with the conditions set out in these Articles.

Delegations to committees

36. In the case of delegation to committees:
 - 36.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 36.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 36.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
 - 36.4 all delegations under this Article shall be revocable at any time;
 - 36.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 36.6 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget or delegated authority which has been approved by the Trustees.
37. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
38. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Delegations of day to day management powers

39. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
 - 39.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 39.2 the Trustees shall provide the manager with a description of the manager's role and the extent of the manager's authority; and
 - 39.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Members' Meetings

Annual general meetings

40. Subject to Article 60, the Charity shall hold an annual general meeting 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.

Other general meetings

41. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 5% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

42. Unless Article 43 applies, an annual general meeting shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
43. A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

Contents of notice

44. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the members there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a general meeting.

Service of notice

45. Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.
46. Notice of general meetings shall be served in accordance with Articles 121 to 122.

Attendance and speaking at general meetings

47. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
48. A person is able to exercise the right to vote at a general meeting when:
 - 48.1 that person is able to vote on any resolutions put to the vote at the meeting; and

- 48.2 that person'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 persons attending the meeting.
49. In determining attendance at a general meeting, it is irrelevant whether any two or more members attending it are in the same physical location as each other.
50. Two or more persons who are not in the same physical location 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.
51. The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
52. When the Trustees have made arrangements to facilitate Remote Attendance:
- 52.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
- b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 52.2 the Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 52.3 the arrangements must specify:
- a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
- b) how those attending by Remote Attendance may vote;
- 52.4 Insofar as not disapplied by any arrangements made under Article 51:
- a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
- b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
- c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Charity) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

Quorum

53. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be the greater of:
- 53.1 two members present in person, by proxy and entitled to vote upon the business to be transacted; or
- 53.2 the lower of 5% of the total membership or 50 members, present in person or by

proxy or by their duly authorised representative in the case of a corporate member.

If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place (and with such arrangements for Remote Attendance (if any)) 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 the members present shall be a quorum.

54. If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum.

Chair

55. The Chair or in their absence, the Deputy Chair, or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the Chair, Deputy Chair nor such other Trustee (if any) 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 be chair and, if there is only one Trustee present and willing to act, that Trustee shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

Adjournment

56. The chair may adjourn the meeting at which a quorum is present from time to time and from place to place:
 - 56.1 with the consent of a meeting;
 - 56.2 in the event of technical failure under Article 52.4b); or
 - 56.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner,but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
57. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
58. When adjourning a general meeting, the chair of the meeting must:
 - 58.1 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
 - 58.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
59. If the meeting is to continue more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it:
 - 59.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - 59.2 containing the same information which such notice is required to contain.

Power to delay or postpone general meetings

60. The Trustees may suspend the requirement to hold an annual general meeting within the time limits specified in Article 40 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Trustee retirements and appointments, which when resolved upon and communicated to the members shall be binding in place of the arrangements in Articles 18, 23 and/or 24).
61. The Trustees may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Trustees must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

Poll

62. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.
63. A poll on a resolution may be demanded:
 - 63.1 in advance of the general meeting where it is to be put to the vote; or
 - 63.2 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.
64. Subject to the Companies Acts, a poll may be demanded:
 - 64.1 by the chair; or
 - 64.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 64.3 by a member or members present in person or by proxy representing at least 5% of the total voting rights of all the members having the right to vote at the meeting; or
 - 64.4 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes.
65. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
66. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
67. A poll shall be taken as the chair directs and the chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
68. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is

demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

69. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

70. On a show of hands every person present in person or by proxy and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote.
71. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote the chair may have.
72. No member shall be entitled to vote at any general meeting unless all monies presently payable by the member to the Charity have been paid.
73. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by the member's receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Charity, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting, adjourned or postponed meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

No objection shall be raised to the qualification of any voter except at the meeting, adjourned or postponed meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Proxies

Power to appoint

74. A member is entitled to appoint another person as their proxy to exercise all or any of their 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

75. Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 75.1 states the name and address of the member appointing the proxy;
 - 75.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 75.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may decide; and
 - 75.4 is delivered to the Charity in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

76. The Charity may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
77. 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.
78. Unless a Proxy Notice indicates otherwise, it must be treated as:
- 78.1 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
- 78.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

79. A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by the Charity in accordance with the following timing requirements:

(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	The Proxy Notice must be: 1. delivered in accordance with paragraph (c) below; or 2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

80. Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in Article 79.
81. 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. For the avoidance of any doubt, attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.
82. The appointment of a proxy may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy

Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (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.

83. 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 appointer's behalf.

Amendments to resolutions

84. An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:
 - 84.1 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
 - 84.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
85. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 85.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 85.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
86. 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 of the members

87. Subject to Article 88, a written resolution of the members passed in accordance with these Articles 87 to 95 shall have effect as if passed by the Charity in general meeting:
 - 87.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
 - 87.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
88. In relation to a resolution proposed as a written resolution of the members the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution. No member shall be eligible to vote on a written resolution unless all monies presently payable by the member to the Charity have been paid.
89. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of their term of office may not be passed as a written resolution.
90. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.

91. A member signifies their agreement to a proposed written resolution when the Charity receives from the member an authenticated document identifying the resolution to which it relates and indicating their agreement to the resolution.
92. If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.
93. If the document is sent to the Charity by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Charity or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement or if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means.
94. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
95. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

Trustees' meetings

Notice

96. Two Trustees may (and the Secretary shall at the request of two Trustees) call a Trustees' meeting.
97. A Trustees' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice, or unless all the Trustees entitled to attend and vote at that meeting agree to shorter notice.
98. Notice of Trustees' meetings shall be given to each Trustee.
99. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
100. Notice of Trustees' meetings shall be given in accordance with Articles 121 and 122.

Quorum

101. The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be three or one-third of the total number of Trustees, whichever is the greater.

Chair

102. The Chair or in their absence, the Deputy Chair, or in their absence another Trustee nominated by the Trustees present shall preside as chair of each meeting.

Votes

103. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote the chair may have.

Conflicts of interest

104. Whenever a Trustee finds themselves in a situation that is reasonably likely to give rise to a Conflict of Interest, the Trustee must declare their interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
105. Subject to Article 107, whenever a matter is to be discussed at a meeting and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 92, the Trustee must:
 - 105.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

- 105.2 not be counted in the quorum for that part of the meeting; and
- 105.3 withdraw during the vote and have no vote on the matter.
- 106. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.
 - 107. A Trustee may participate in the decision-making process, be counted in the quorum and vote in relation to a matter which relates to:
 - 107.1 any benefit received by a Trustee in their capacity as a beneficiary of the Charity in accordance with Article 5.1;
 - 107.2 the payment of reasonable and proper premiums in respect of indemnity insurance in accordance with Article 5.8;
 - 107.3 the payment under the indemnity in accordance with Article 123; and
 - 107.4 the reimbursement of reasonable and proper out-of-pocket expenses in accordance with Article 5.7.
- 108. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
 - 108.1 any matter which would otherwise result in a Trustee infringing their duty to avoid a situation in which the Trustee has a Conflict of Interest; and
 - 108.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum, provided that when deciding to give such authorisation the provisions of Article 105 shall be complied with and provided that nothing in this Article 108 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.
- 109. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 106 then, even if the Trustee has been authorised to remain at the meeting by the other Trustees, the Trustee may absent themselves from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 110. A Trustee shall not be accountable to the Trustees for any benefit which the Trustee derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 106 (subject to any limits or conditions to which such approval was subject).
- 111. When a Trustee has a Conflict of Interest which the Trustee has declared to the Trustees, the Trustee shall not be in breach of their 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 the Trustee.

Register of Trustees' interests

- 112. The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

Resolutions without a meeting

- 113. A decision is taken in accordance with this Article 113 when the majority of the Trustees indicate by any means that they share a common view on a matter.
- 114. A decision which is made in accordance with Article 113 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided:

- 114.1 the Chair, Deputy Chair (if any) or Secretary (if any) or any other person authorised by the Trustees to put the proposed decision to the Trustees (the “Facilitator”) has taken reasonable steps to notify all Trustees of the proposed decision; and
 - 114.2 all of the Trustees have indicated to the Facilitator that they approve the proposed decision.
115. Following receipt of responses from all of the Trustees, the Facilitator must communicate to all of the Trustees (by any means) whether the decision has been formally approved by the Trustees in accordance with Article 114.2.

Virtual / hybrid meetings of Trustees

116. A meeting of the Trustees may be held by telephone or by televisual or other electronic or virtual means in which all participants can communicate simultaneously with all other participants. 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.

Irregularities concerning meetings

117. The proceedings at any meeting or on the taking of any poll 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 unless such specification is a requirement of the Companies Acts.

General

Secretary

118. 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:
- 118.1 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
 - 118.2 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.

Minutes

119. The Trustees shall cause minutes to be made in books kept for the purpose:-
- 119.1 of all appointments of officers made by the Trustees;
 - 119.2 of all resolutions of the Charity and of the Trustees; and
 - 119.3 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 case of minutes of Trustees’ meetings signed or authenticated) by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

120. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 120.1 annual financial statements;
- 120.2 annual reports;
- 120.3 annual returns.

Communications by and to the Charity

121. The Charity may send or supply any documents, notices, information or other material to members or Trustees in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 122.

Method	Deemed delivery
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) By electronic means;	The day it was sent.
(d) By making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) By other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

Exceptions

122. The following exceptions apply:

- 122.1 where the Companies Act 2006 requires it, the requirements in that Act for the Charity to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);
- 122.2 insofar as the communication falls within the scope of the Companies Act 2006, the Charity must have gained the Trustee's prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Trustee may agree with the Charity that notices or documents concerning Trustee decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;
- 122.3 a member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was

- called;
- 122.4 a member who does not register a postal address within the United Kingdom with the Charity shall not be entitled to receive any notice from the Charity (while it may provide them, in its discretion and subject to these Articles and the Companies Acts); and
- 122.5 where any document or material has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
- a) if the material 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 material to their postal address as shown in the Charity's register of members or Trustees, but may in its discretion choose to do so;
 - b) in all other cases, the Charity shall send a hard copy of the material to the member's postal address (within the United Kingdom) 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 within the United Kingdom (if any); and
 - c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

123. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity:
- 123.1 against all costs charges expenses or liabilities incurred by the Trustee:
- (a) in defending any civil or criminal proceedings in which judgment is given in the Trustee's favour or in which the Trustee is acquitted; and
 - (b) in connection with any application in which relief from liability is granted to the Trustee by the court
where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity; and
- 123.2 against all costs, charges, losses, expenses or liabilities incurred by the Trustee in the proper execution and discharge of their duties or in relation to the Charity.

Winding-up

124. If any property remains after the Charity has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Charity, but must be given to some other charitable institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the Trustees.

Schedule

In these Articles the following terms shall have the following meanings:-

Term	Meaning
1.1 "address"	the postal address as last notified to the Charity and, in relation to electronic communications, any number or address used for the purpose of such communication
1.2 "Articles"	these Articles of Association of the Charity
1.3 "circulation date"	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.4 "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
1.5 "Chair"	the Chair of the Charity as appointed in accordance with Article 30.1
1.6 "Charity"	Chartered Accountants' Benevolent Association
1.7 "Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006
1.8 "Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Trustee
1.9 "Deputy Chair"	the Deputy Chair of the Charity as appointed in accordance with Article 30.2
1.10 "electronic form" and "electronic means"	have the meanings respectively given to them in the Companies Act 2006
1.11 "hard copy" and "hard copy form"	have the meanings respectively given to them in the Companies Act 2006
1.12 "Hour"	any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England
1.13 "the Institute"	the Institute of Chartered Accountants in England and Wales
1.14 "Proxy Notice"	has the meaning given in Article 75
1.15 "Remote Attendance"	means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 51
1.16 "Secretary"	the secretary of the Charity (if any)
1.17 "the Society"	the Society of Incorporated Accountants
1.18 "Trustee and Trustees"	a director and directors as defined in the Companies Acts
1.19 "in writing"	means written, printed or transmitted writing or printing including in electronic form and by electronic means

2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity but excluding any statutory modification thereof not in force on such date.