
THE COMPANIES ACT 1985 AND 1989

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL HEADACHE SOCIETY

Incorporated on 9 November 1994

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COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
INTERNATIONAL HEADACHE SOCIETY**

1 Name

The name of the Charity is International Headache Society.

2 Registered Office

The registered office of the Charity is to be in England and Wales.

3 Objects

The Objects are to relieve sickness and to protect and preserve health in the United Kingdom and elsewhere in the world, including in any one or more of the individual countries of the world, in particular:

- 3.1. by promoting research into the causes, mechanisms, consequences, diagnosis, prevention, treatment and other aspects of headache and by disseminating the useful results of such research;
- 3.2. by advancing the education and raising the awareness of the public of the subjects of headache, its science and management; and
- 3.3. by such other ways as the Charity through its Trustees may from time to time decide.

In connection with these Objects the Charity shall have the power to:

- 3.4. To provide a forum for the exchange of knowledge and belief relating to headache.
- 3.5. To educate physicians, other health workers (professional or otherwise), and the general public in the causes, diagnosis, consequences and management of headache.
- 3.6. To encourage the management of headache in a scientific and ethical manner.
- 3.7. To promote, arrange, conduct and publish the proceedings of meetings, seminars, symposia, conferences, lectures, discussions, and courses of study on, or concerning, or in the field of headache and related disciplines.

4 Powers

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

- 4.1. To promote or carry out research.
- 4.2. To provide advice.
- 4.3. To publish or distribute information.

- 4.4. To co-operate with other bodies.
- 4.5. To support, administer or set up other charities.
- 4.6. To raise funds (but not by means of taxable trading).
- 4.7. To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 4.8. To acquire or hire property of any kind.
- 4.9. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.10. To make grants or loans of money and to give guarantees.
- 4.11. To set aside funds for special purposes or as reserves against future expenditure.
- 4.12. To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.13. To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1. the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.13.2. every transaction is reported promptly to the Trustees;
 - 4.13.3. the performance of the investments is reviewed regularly with the Trustees;
 - 4.13.4. the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.13.5. the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.13.7. the financial expert must not do anything outside the powers of the Trustees.
- 4.14. To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.15. To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- 4.16. To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.17. To pay for indemnity insurance for the Trustees.
- 4.18. Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.19. To enter into contracts to provide services to or on behalf of other bodies.

- 4.20. To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.21. To establish where necessary national branches (whether autonomous or not).
- 4.22. To pay the costs of forming the Charity.
- 4.23. To do anything else within the law which promotes or helps to promote the Objects.

5 **Benefits to Members and Trustees**

- 5.1. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:
 - 5.1.1. members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 5.1.2. members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3. members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - 5.1.4. members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 5.2.1. as mentioned in clauses 4.17 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
 - 5.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 5.2.3. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4. payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 5.2.5. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3. A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if authorised by statute or if:
 - 5.3.1. the goods or services are actually required by the Charity;
 - 5.3.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and
 - 5.3.3. no more than one half of the Trustees are interested in such a contract in any financial year.
- 5.4. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
 - 5.4.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;

- 5.4.2. be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3. not be counted in the quorum for that part of the meeting; and
 - 5.4.4. be absent during the vote and have no vote on the matter.
- 5.5. This clause may not be amended without the written consent of the Commission in advance.

6 **Limited Liability**

The liability of members is limited.

7 **Guarantee**

Every Ordinary Member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was an Ordinary Member.

8 **Dissolution**

- 8.1. If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1. by transfer to one or more other bodies established for exclusively charitable purposes which are within the Objects, the same as the Objects or similar to the Objects;
 - 8.1.2. directly for the Objects or for charitable purposes which are within or similar to the Objects;
 - 8.1.3. in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 8.2. A final report and statement of account must be sent to the Commission.

9 **Interpretation**

- 9.1. Words and expressions defined in the Articles have the same meanings in the Memorandum.
- 9.2. References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF

INTERNATIONAL HEADACHE SOCIETY

1 Membership

- 1.1. The Charity must maintain a register of Ordinary Members.
- 1.2. Ordinary Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:
 - 1.2.1. is professionally engaged or interested in the study of headache disorders and has university or equivalent qualifications in any relevant field including medicine, surgery, psychiatry, medical or biomedical science, psychology, nursing, physical therapy, social work, pharmacy or medical ethics or law;
 - 1.2.2. applies to the Charity in the form required by the Trustees;
 - 1.2.3. pays the required subscription fee, due on 1 January each year;
 - 1.2.4. is approved by the Trustees; and
 - 1.2.5. signs the register of members or consents in writing to become an Ordinary Member either personally or (in the case of an organisation) through an authorised representative.
- 1.3. The Trustees may:
 - 1.3.1. establish different classes of membership (such as Ordinary, Honorary or National Society membership), prescribe their respective privileges and duties and set the amounts of any subscriptions; and
 - 1.3.2. make rules regarding each class of membership.
- 1.4. Membership is terminated if the member concerned:
 - 1.4.1. gives written notice of resignation to the Charity;
 - 1.4.2. dies or (in the case of an organisation) ceases to exist;
 - 1.4.3. ceases to have the required qualifications for membership;
 - 1.4.4. is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
 - 1.4.5. is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may pass such a resolution only after notifying the member in writing and considering

the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

1.5. The membership year runs from 1 January to 31 December.

1.6. Membership of the Charity is not transferable.

2 **General Meetings**

2.1. Ordinary and Honorary Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice by the Trustees specifying the business to be discussed.

2.2. There is a quorum at a general meeting if the number of Ordinary and Honorary Members or authorised representatives present in person or by proxy is at least ten. If a quorum is not present by half an hour after the meeting is scheduled to begin, the meeting shall be adjourned until such other day and such time and place as the Trustees may determine unless it has been convened by the members, in which case it will be dissolved.

2.3. The Chairman or (if the Chairman is unable or unwilling to do so) some other Ordinary or Honorary Member elected by those present presides at a general meeting.

2.4. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.

2.5. Except for the chairman of the meeting, who has a second or casting vote, every Ordinary or Honorary Member present in person or through an authorised representative or by proxy has one vote on each issue.

2.6. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):

2.6.1. by the chairman of the meeting;

2.6.2. by at least two Ordinary or Honorary Members present in person or by proxy.

In the case of a show of hands, the chairman of the meeting shall declare whether a resolution has been carried or carried unanimously, or by a particular majority, or lost, and the result will be minuted accordingly.

2.7. The demand for a poll may be withdrawn.

2.8. Except as provided in Article 2.9, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

2.9. If a poll is demanded on the election of the chairman of the meeting, or on a question of adjournment, this shall be taken immediately. A poll demanded on any other question shall be taken when the chairman of the meeting directs, and any other business may continue pending the poll.

2.10. A written resolution passed in accordance with the Companies Act 2006 is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

- 2.11. Except at first, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation. Not more than 18 months should elapse between AGMs.
- 2.12. At an AGM the Ordinary and Honorary Members:
 - 2.12.1. receive the accounts of the Charity for the previous financial year;
 - 2.12.2. receive the Trustees' report on the Charity's activities since the previous AGM;
 - 2.12.3. accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 2.12.4. elect Trustees to fill the vacancies arising;
 - 2.12.5. appoint auditors or reporting accountants for the Charity, as prescribed by law;
 - 2.12.6. may confer on any individual (with his or her consent) the honorary title of Patron or Honorary Member of the Charity; and
 - 2.12.7. may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.13. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, but only the business left unfinished at the meeting from which the adjournment took place shall be transacted at the adjourned meeting. When a meeting is adjourned for thirty days or more, the same notice of the adjourned meeting shall be given as for the original meeting. If not, no notice is required of an adjournment or of the business to be transacted at an adjourned meeting.
- 2.14. Any general meeting which is not an AGM is an EGM.
- 2.15. An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least 10% of the Ordinary and Honorary Members.

3 The Trustees

- 3.1. The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2. The Trustees when complete consist of at least five individuals.
- 3.3. The subscribers to the Memorandum are the first Trustees.
- 3.4. Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.5. The Trustees shall consist of the President, the President-Elect, up to six Elected Trustees, who must be Ordinary Members of the Charity, and up to three Appointed Trustees, who need not be Ordinary Members of the Charity. The Trustees shall appoint the Treasurer from among their number.
- 3.6. Subject to article 3.7, an Elected Trustee shall serve for a term of 2 years, defined as the period between the AGM at which the Trustee was elected and the AGM in the year but one following ("the Relevant AGM").
- 3.7. The Elected Trustees must retire or be re-elected if applicable at the Relevant AGM.
- 3.8. Subject to articles 3.9 and 3.10, a retiring Elected Trustee who remains qualified may be re-elected for one additional consecutive term. Elected

Trustees who have served the maximum number of consecutive terms may be re-elected after a period of at least one term between the date they cease to serve as an Elected Trustee and the date they are reappointed.

- 3.9. The Treasurer shall be eligible to serve two consecutive terms of office (unless he is an Appointed Trustee when there is no maximum limit on the number of terms he can serve as Treasurer), but following this shall be eligible to serve two further terms as a non-officer Elected Trustee. This provision applies regardless of whether or not the Treasurer has served as a non-officer trustee prior to his or her appointment as Treasurer.
- 3.10. The President-Elect shall be elected by the Ordinary and Honorary Members for two terms and shall serve the first term as President-Elect and the second term as President. The President-Elect may have already served two consecutive terms as an Elected Trustee but is not subject to article 3.8. Once the President-Elect has served his or her two terms as per this article, he or she may not under any circumstances be re-elected or reappointed as a Trustee.
- 3.11. For the avoidance of doubt, any term served by the Elected Trustees prior to the adoption of these Articles of Association shall not count towards the number of terms which an Elected Trustee can serve under article 3, except for Elected Trustees who are serving their third term of office at the date of the adoption of these articles, who shall be entitled to serve only until the next Relevant AGM, the President at the date of the adoption of these articles, who shall serve only until the next Relevant AGM where he will be replaced by the President-Elect in post at the date of the adoption of these articles, and past Presidents and Presidents-Elect, who will not be eligible under any circumstances to serve as Trustees.
- 3.12. The appointment of Appointed Trustees shall be reviewed on a biennial basis.
- 3.13. A Trustee's term of office automatically terminates if he or she:
 - 3.13.1. is disqualified under the Charities Act from acting as a charity trustee;
 - 3.13.2. is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.13.3. attends less than two meetings of the Trustees in any calendar year and is asked by a majority of the other Trustees to resign;
 - 3.13.4. ceases to be an Ordinary Member (except in the case of the Appointed Trustees) but such a person may be reinstated by resolution passed by all the other Trustees on resuming Ordinary Membership of the Charity before the next AGM;
 - 3.13.5. resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
 - 3.13.6. is removed by resolution of the Ordinary and Honorary Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered his or her removal in the light of any such views.
- 3.14. The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM when he or she must either stand for election or step down.
- 3.15. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

- 3.16. The Trustees will determine the procedure for the nomination of Elected Trustees and will ensure that this process is fair, open and well publicised.
- 3.17. Candidates for election as President-Elect shall be nominated by the Leadership, Development and Nominations Committee. Nominations for other Trustee vacancies can be made by the Leadership, Development and Nominations Committee or by Ordinary Members. The Leadership, Development and Nominations Committee will aim to nominate at least two candidates per Trustee vacancy.
- 3.18. If the number of nominations received for the Elected Trustees (including the President-Elect) exceeds the number of vacancies, a secret ballot shall be conducted at the Relevant AGM in such manner as the Chairman shall direct, subject to any standing orders under article 5.3.
- 3.19. If insufficient nominations are received to fill all vacancies the candidates nominated shall be deemed to be elected and any vacant positions remaining shall be deemed to be casual vacancies. If the number of nominations is equal to the number of vacancies to be filled, all persons nominated shall be deemed to be elected.
- 3.20. No person other than a Trustee retiring at the Relevant AGM shall be eligible for election to the office of Trustee unless recommended by the Trustees or unless, at least fourteen days before the Relevant AGM, written notice is given to the Charity by two Ordinary or Honorary Members of their intention to propose that person for election and of that person's willingness to stand for election.

4 Trustees' Proceedings

- 4.1. The Trustees must hold at least two meetings each year.
- 4.2. A quorum at a meeting of the Trustees is five Trustees and must include the President or the President-Elect.
- 4.3. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4. The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6. Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5 Trustees' Powers

The Trustees have the following powers in the administration of the Charity:

- 5.1. To appoint honorary officers such as a Treasurer from among their number.
- 5.2. To delegate any of their functions to committees consisting of two or more individuals appointed by them and monitored by a named Trustee

representative. All proceedings of committees must be reported promptly to the Trustees.

- 5.3. To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- 5.4. To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.5. To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.6. To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.7. To exercise any powers of the Charity which are not reserved to a general meeting.
- 5.8. To appoint a Company Secretary.

6 **Finance Sub-Committee**

- 6.1. The Trustees will establish a Finance Sub-Committee which will be chaired by a Trustee.

7 **Standing Committees**

- 7.1. The Trustees will establish Standing Committees and appoint the chairman of such committees.
- 7.2. A quorum at a Standing Committee meeting is a simple majority of the members but must include the chairman or vice-chairman of the committee.
- 7.3. The Trustees will make rules for the administration of Standing Committees including their terms of office and renewal periods.

8 **Special Interest Groups**

- 8.1. The Trustees may establish and dissolve Special Interest Groups and prescribe their Terms of Reference.

9 **Task Forces**

- 9.1. The President, Trustees and Standing Committees may establish and dissolve Task Forces and prescribe their Terms of Reference.

10 **Advisory Council**

- 10.1. The Trustees will establish an Advisory Council.
- 10.2. The Advisory Council will consist of Standing Committee chairmen, National Society Representatives, and others as deemed appropriate by the Trustees.
- 10.3. The Trustees may prescribe the Advisory Council's Terms of Reference.
- 10.4. The Advisory Council will receive bids and vote upon a recommendation to the Trustees for the venue of each International Headache Congress. The votes in each instance shall be forwarded to the Trustees to make the final decision on each venue.

11 **Financial**

- 11.1. The budget of the Charity must be ratified by the Trustees at a meeting.

- 11.2. The Trustees will prescribe financial rules for the Charity including the delegation of decisions over small budget requests to employees or individual Trustees.
- 11.3. The Trustees will set the budgets for Standing Committees, Special Interest Groups and Task Forces.

12 **Records and Accounts**

- 12.1. The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 12.1.1. annual returns;
 - 12.1.2. annual reports; and
 - 12.1.3. annual statements of account.
- 12.2. The Trustees must keep proper records of:
 - 12.2.1. all proceedings at general meetings;
 - 12.2.2. all proceedings at meetings of the Trustees;
 - 12.2.3. all reports of committees; and
 - 12.2.4. all professional advice obtained.
- 12.3. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 12.4. A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

13 **Notices**

- 13.1. Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity or posted on the Charity's website.
- 13.2. The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 13.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 13.3.1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 13.3.2. two clear days after being sent by first class post to that address;
 - 13.3.3. three clear days after being sent by second class or overseas post to that address;
 - 13.3.4. on the date of publication of a newspaper or journal containing the notice;
 - 13.3.5. on being handed to the member (or, in the case of a member organisation, its authorised representative) personally;

13.3.6. 24 hours after the members have been notified of its publication on the Charity's website; or, if earlier,

13.3.7. as soon as the member acknowledges actual receipt.

13.4. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14 **Dissolution**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

15 **Interpretation**

15.1. In the Memorandum and in the Articles, unless the context indicates another meaning:

'AGM'	means an annual general meeting of the Charity;
'Appointed Trustees'	means the Trustees appointed by the President, President-Elect and the Elected Trustees;
'the Articles'	means the Charity's articles of association;
'authorised representative'	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;
'beneficiaries'	means a beneficiary of the Charity;
'Chairman'	means the President of the Charity and Chairman of the Trustees;
'the Charity'	means the company governed by the Articles;
'the Charities Act'	means the Charities Act 1993 (as amended);
'charity trustee'	has the meaning prescribed by section 97(1) of the Charities Act;
'clear day'	means 24 hours from midnight following the relevant event;
'the Commission'	means the Charity Commissioners for England and Wales;
'the Companies Act'	means the Companies Act 1985 or the Companies Act 2006, whichever is in force;
'connected person'	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
'custodian'	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
'EGM'	means an extraordinary general meeting of the Charity;

‘Elected Trustees’	Means the Trustees who are elected by the Ordinary Members;
‘financial expert’	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
‘financial year’	means the Charity’s financial year;
‘firm’	includes a limited liability partnership;
indemnity insurance’	means ‘insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
‘Honorary Member’ and ‘Honorary Membership’	refers to members appointed by the Trustees as Honorary Members and who are company law members of the Charity;
‘material benefit’	means a benefit which may not be financial but has a monetary value;
‘member’ and ‘membership’	refer to all members of the Charity including those who are not company law members;
‘Memorandum’	means the Charity’s Memorandum of Association;
‘month’	means calendar month;
‘nominee company’	means a corporate body registered or having an established place of business in England and Wales;
‘the Objects’	means the Objects of the Charity as defined in clause 3 of the Memorandum;
‘Ordinary Member’ and ‘Ordinary Membership’	refer to company law membership of the Charity;
‘taxable trading’	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
‘Trustee’	means a director of the Charity and ‘Trustees’ means the directors.
‘written’ or ‘in writing’	refers to a legible document on paper including a fax message;
‘year’	means calendar year.

15.2. Expressions defined in the Companies Act have the same meaning.

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