

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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**Articles of Association**  
**Of**  
**Civil Mediation Council Limited**

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Company Number: **09104885**

**As amended on 9<sup>th</sup> November 2021**

## The Companies Act 2006

### Company Limited by Guarantee and not having a Share Capital

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Civil Mediation Council Limited**

### **INTERPRETATION**

#### **1. Defined terms**

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

### **OBJECTS AND POWERS**

#### **2. Objects**

The objects of the Charity are to be a neutral and independent body set up for the benefit of the public to:

- 2.1 promote the resolution of conflicts and disputes by encouraging the use of mediation and other dispute resolution techniques and methods; and
- 2.2 advance the education of the public in matters of mediation and other dispute resolution techniques and methods.

#### **3. Powers**

To further its objects the Charity may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision and running of conferences, courses of instruction, exhibitions, lectures, debates and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 encourage standards of good practice in relation to mediation and other dispute resolution techniques and methods;
- 3.5 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations in relation to mediation, and other dispute resolution, techniques provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;

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

permanent endowment property held for any of the charitable purposes included in the Charity's objects);

- 3.23 undertake and execute charitable trusts;
- 3.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.26 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.27 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Charity;
- 3.28 provide indemnity insurance for the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Director, the second and third references to "charity trustees" in the said section 189(1) shall be treated as references to officers of the Charity); and
- 3.29 do all such other lawful things as may further the Charity's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

##### *Permitted benefits to Members, Directors and Connected Persons*

- 4.2 No part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member unless the payment is permitted by Article 4.3.

- 4.3 No Director may:

- 4.3.1 sell goods, services or any interest in land to the Charity;
- 4.3.2 be employed by, or receive any remuneration from, the Charity; or
- 4.3.3 receive any other financial benefit from the Charity;

unless the payment is permitted by Article 4.4 or authorised by the court or the Charity Commission.

- 4.4 A Director may receive the following benefits from the Charity:

- 4.4.1 a Director or person Connected to a Director may receive a benefit from the Charity in his, her or its capacity as a beneficiary of the Charity;

- 4.4.2 a Director or person Connected to a Director may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Charity;
- 4.4.3 a Director or person Connected to a Director may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Directors (excluding, in the case of a Director, the service of acting as Director and services performed under a contract of employment with the Charity) provided that this provision may not apply to more than half of the Directors in any financial year (and for these purposes this provision shall be treated as applying to a Director if it applies to a person who is a person Connected to that Director);
- 4.4.4 a Director or person Connected to a Director may receive interest at a reasonable and proper rate on money lent to the Charity;
- 4.4.5 a Director or person Connected to a Director may receive reasonable and proper rent for premises let to the Charity;
- 4.4.6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.27; and
- 4.4.7 a Director or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 22 (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

## **LIMITATION OF LIABILITY AND INDEMNITY**

### **5. Liability of Members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of it being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

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

### **6. Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be

indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## **DIRECTORS**

### ***DIRECTORS' POWERS AND RESPONSIBILITIES***

#### **7. Directors' general authority**

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

#### **8. Directors may delegate**

8.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee, including an executive committee.

8.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

8.3 Any delegation by the Directors may be:

8.3.1 by such means;

8.3.2 to such an extent;

8.3.3 in relation to such matters or territories; and

8.3.4 on such terms and conditions;

as they think fit.

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

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

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

#### **9. Committees**

9.1 In the case of delegation to committees:

9.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee or the mechanism for selecting them;

9.1.2 the composition of any committee shall be entirely in the discretion of the Directors but must include at least one Director;



- 9.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors;
  - 9.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
  - 9.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where specifically authorised by the Directors or in accordance with a budget which has been approved by the Directors for expenditure by the committee.
- 9.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any rules made by the Directors.

## **10. Advisory Board**

- 10.1 The Directors may appoint a board of advisors, which shall be comprised of the Directors, such other individuals as the Directors may nominate, and one individual nominated by each of the following organisations:
- 10.1.1 The Law Society of England and Wales;
  - 10.1.2 The Bar Council;
  - 10.1.3 the Ministry of Justice (or another government department performing equivalent functions);
  - 10.1.4 the Department for Business Innovation and Skills (or another government department performing equivalent functions);
  - 10.1.5 any other organisation which the Directors in their absolute discretion deem fit,
- together referred to as the “**Advisory Board**”.
- 10.2 The meetings and proceedings of the Advisory Board shall be governed by rules prescribed by the Directors.

## **11. Appointment of Chair, Deputy Chair and Finance Director (“Officer Directors”)**

- 11.1 Without prejudice to their powers under Article 8, the Directors shall appoint for such period(s) of time as the Directors may decide:
- 11.1.1 A Chair of the Directors who must not be an Elected Director; and
  - 11.1.2 A Deputy Chair and a Finance Director who shall ordinarily be appointed from among the Directors but who may, in the absolute discretion of the Directors, be appointed from among the Participating Members.

- 11.2 The Chair, Deputy Chair and Finance Director shall be granted such delegated powers and authorities as determined by the Directors from time to time and which are to be contained in rules prescribed by the Directors.

## **12. Delegation of investment management**

- 12.1 The Directors may delegate the management of investments to one or more Financial Expert(s) provided that:
- 12.1.1 the investment policy is set down in writing for the Financial Expert(s) by the Directors;
  - 12.1.2 timely reports of all transactions are provided to the Directors;
  - 12.1.3 the performance of the investments is reviewed regularly with the Directors;
  - 12.1.4 the Directors are entitled to cancel the delegation arrangement at any time;
  - 12.1.5 the investment policy and the delegation arrangements are reviewed regularly;
  - 12.1.6 all payments due to the Financial Expert(s) are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
  - 12.1.7 the Financial Expert(s) must not do anything outside the powers of the Directors.

## **13. Directors' discretion to make further rules**

Subject to the Articles, the Directors may make any rule which they think fit as to the management of the Charity or its affairs including as to how they take decisions, and about how such rules are to be recorded or communicated.

## **14. Registration**

- 14.1 The Directors may make such standards, schemes, policies and terms of reference in relation to mediation and other forms of dispute resolution as they see fit (including but not limited to registration or accreditation schemes for individuals, organisations or courses).
- 14.2 Standards, schemes, policies and terms of reference may be made, repealed or altered by the Directors as they think fit.

### ***DECISION-MAKING BY DIRECTORS***

## **15. Directors to take decisions collectively**

Any decision of the Directors must be either:

- 15.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 20); or
- 15.2 by decision of a majority of the Directors taken in accordance with Article 21.

## **16. Calling a Directors' meeting**

- 16.1 The Directors must hold a minimum of two Directors' meetings each year.
- 16.2 Two Directors may (and the secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 16.3 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
  - 16.3.1 all the Directors agree; or
  - 16.3.2 urgent circumstances require shorter notice.
- 16.4 Notice of Directors' meetings must be given to each Director.
- 16.5 Every notice calling a Directors' meeting must specify:
  - 16.5.1 the place, day and time of the meeting;
  - 16.5.2 the general nature of the business to be considered at such meeting; and
  - 16.5.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 16.6 Notice of Directors' meetings need not be in Writing.
- 16.7 Article 49 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 16.8 The Directors are entitled at their discretion to invite any Participating Member or non-member to attend and observe any Directors' meetings as they think fit.

## **17. Participation in Directors' meetings**

- 17.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
  - 17.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 17.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 17.3 If all the Directors 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.

## **18. Quorum for Directors' meetings**

- 18.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and, unless otherwise fixed, it is four.
- 18.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

## **19. Chairing of Directors' meetings**

The Chair, or in his or her absence, the Deputy Chair, or in his or her absence, another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.

## **20. Casting vote**

- 20.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **21. Decisions without a meeting**

- 21.1 The Directors may, in the circumstances outlined in this Article, make a majority decision without holding a Directors' meeting.
- 21.2 If:
  - 21.2.1 a Director has become aware of a matter on which the Directors need to take a decision;
  - 21.2.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
  - 21.2.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 21.2.4 a majority of the Directors vote in favour of a particular decision on that matter;

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.

- 21.3 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting :
- 21.3.1 may be in different places, and may participate at different times; and
  - 21.3.2 may communicate with each other by any means.
- 21.4 No decision taken by the Directors shall be in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Directors' decision-making in accordance with this Article shall be the same as the quorum for Directors' meetings as set out in Article 18.2.
- 21.5 The Chair, or in his or her absence, the Deputy Chair, or in the Deputy Chair's absence, such other Director as shall be appointed by the Directors, shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
- 21.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;
  - 21.5.2 the nomination of a person to whom all Directors' votes must be communicated;
  - 21.5.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
  - 21.5.4 the nominated person must prepare a minute of the decision in accordance with Article 52.
- 21.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair specified is not to be counted as participating in the decision-making process.

## **22. Directors' interests and management of conflicts of interest**

### *Declaration of interests*

- 22.1 Unless Article 22.2 applies, a Director must declare the nature and extent of any direct or indirect interest which he or she has:
- 22.1.1 in a proposed transaction or arrangement with the Charity; and
  - 22.1.2 which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 22.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

### ***Participation in decision-making***

- 22.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 22.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 22.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Charity;
  - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.28;
  - (c) payment under the indemnity set out at Article 6; and
  - (d) reimbursement of expenses in accordance with Article 4.4.2; or
- 22.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,
- in which case he or she must comply with Article 22.5.
- 22.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:
- 22.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
- 22.5.2 not be counted in the quorum for that part of the process; and
- 22.5.3 withdraw during the vote and have no vote on the matter.

### ***Continuing duties to the Charity***

- 22.6 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:
- 22.6.1 the Director shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would

result in a breach of any other duty or obligation of confidence owed by him or her; and

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

**23. Register of Directors' interests**

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

**24. Validity of actions**

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

***APPOINTMENT AND RETIREMENT OF DIRECTORS***

**25. Maximum number of Directors**

25.1 There shall be no more than 18 Directors of which:

25.1.1 at least six shall be elected ("Elected Directors")

25.1.2 at least one individual who is not a practising Mediator, associated with a Mediation Provider, a trainer of Mediators or a Participating Member shall be appointed by the Directors ("Independent Directors")

25.1.3 the remainder shall be co-opted by the Directors ("Co-opted Directors").

25.2 Subject to the provisions of Article 11 and Article 26, all Directors shall be appointed to serve a term of three years.

**26. Appointment and retirement of Directors**

***Elected Directors***

26.1 Candidates for election must be Mediators or Registered Mediation Providers.

26.2 Elections will be held at which the Members and the Participating Members shall elect one Mediator and one Registered Mediation Provider for a term of three years (the "**Elections**").

26.3 Participating Members will be notified by the Charity of upcoming Elections and shall have a period of not less than four weeks after receiving such notification to declare themselves as candidates.

- 26.4 The Elections will be by secret ballot, the timetable and procedure for which shall be communicated to the Members and Participating Members ahead of the date of the Elections, and may be conducted by post, or email or in any other manner set out by the Charity.
- 26.5 The Registered Mediation Providers which have been elected in accordance with Article 26.2 shall each notify the Charity of their nominee for Elected Director in writing.
- 26.6 Newly Elected Directors will take office at the Directors' meeting following their election.

#### ***Casual Vacancy***

- 26.7 The Directors may at any time co-opt, as appropriate, any Mediator or nominee of any Registered Mediation Provider to fill a casual vacancy among the Elected Directors provided that any such co-opted Director's term shall end no later than the term of the Director whose post has been vacated.
- 26.8 In the event that a Director has been co-opted to fill a casual vacancy in accordance with Article 26.7, the co-opted Director shall be treated as the Mediator or nominee of a Registered Mediation Provider whose vacancy the co-opted director has filled.
- 26.9 In the event that a casual vacancy has arisen among the Elected Directors and the Directors have chosen not to co-opt a Director to fill the casual vacancy, at the first Directors' meeting following the Elections at which the relevant Elected Director is due to retire, the number of Directors to retire shall be reduced accordingly.

#### ***Retirement of Independent and Co-opted Directors***

- 26.10 Each Independent Director and each Co-opted Director shall retire from office on the third anniversary of the commencement of his or her term of office.
- 26.11 Retiring Independent or Co-opted Directors may be reappointed but an Independent Director who has served for two consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office unless a majority of the Directors agree that there are exceptional circumstances and so choose to appoint an Independent Director or a Co-opted Director for a third consecutive term of office.
- 26.12 If the retirement of an Independent Director under Article 26.10 causes the number of Independent Directors to fall below one then the retiring Independent Director shall remain in office until a new appointment is made.

#### ***Minimum age***

- 26.13 No person may be appointed as a Director unless he or she has reached the age of 18 years.

### **27. Disqualification and removal of Directors**

A Director shall cease to hold office if:



- 27.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 27.3 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 27.4 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if a sufficient number of Directors will remain in office when such resignation has taken effect to form a quorum in accordance with Article 18.2);
- 27.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
- 27.6 he or she fails to pay any subscription or other sum payable by him or her to the Charity before the end of 30 days after notice has been served on him or her informing him or her that he or she may be removed from office if it is not paid and the Directors resolve that he or she be removed for this reason. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by, or making written representations to, the Directors;
- 27.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by, or making written representations to, the Directors; or
- 27.8 he or she ceases to be a Member.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### **28. Becoming a Member**

- 28.1 The Directors from time to time shall be the only Members of the Charity.
- 28.2 A Director shall automatically become a Member on becoming a Director. It shall be assumed that all new Directors have automatically agreed to become Members.
- 28.3 The names of the Members must be entered in the register of Members.

## 29. Termination of Membership

- 29.1 A Member shall cease to be a Member if he or she ceases to be a Director.
- 29.2 Membership is not transferable and shall cease on death.

## 30. Participating Members

- 30.1 Subject to Article 30.2, the Directors may establish such rights, obligations and categories of Participating Members as they think fit, including without limitation the obligation to pay a subscription, and may admit and remove such Participating Members in accordance with such rules as the Directors shall make.
- 30.2 Participating Members shall not have any of the rights accorded to Members expressly in these Articles or in the Companies Acts, except the right to receive (but not approve) the Charity's annual report and annual statement of account attend and speak at general meetings, propose or second resolutions which fall within the general nature of business which has been set out on the notice of the meeting, and which are not directive or do not require a Special Resolution, and nominate candidates for and vote in the Elections. For the avoidance of doubt, Participating Members are not eligible to vote at general meetings.

### *Unincorporated organisations*

- 30.3 An organisation admitted to be a Participating Member which is unincorporated shall be a Participating Member through the person of its nominated representative from time to time. Every such organisation must notify the Charity in writing of the name of its nominated representative and may replace such nominated representative at any time by giving notice to the Charity. The rights of the Participating Member may be exercised by the nominated representative or by the organisation which he or she represents.

### *Corporate members*

- 30.4 An organisation admitted to be a Participating Member which is an incorporated body (a "**Corporate Member**") may by resolution of its directors or otherwise in accordance with its governing document authorise a person to act as its authorised representative at any meeting of the Charity to which the Corporate Member is eligible to attend in accordance with these Articles. Evidence of the appointment of the representative must be provided:
  - 30.4.1 by an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;
  - 30.4.2 by a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and, if requested by the Charity, submitted with evidence of the authority under which it was signed; or
  - 30.4.3 in such other form as the Directors may require.

- 30.5 A person authorised under Article 30.4 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual Member.

### **31. Categories of membership**

- 31.1 Subject to Article 31.2, the Directors may establish such other different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 31.2 Such members shall not have any of the rights expressly accorded to Members or Participating Members in these Articles, such as the right to attend or speak at general meetings and to vote in the Elections.

## ***ORGANISATION OF GENERAL MEETINGS***

### **32. Annual general meetings**

The Charity must hold an AGM within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one AGM and the next. Subject to the foregoing, it shall be held at such time and place as the Directors think fit.

### **33. Other general meetings**

Two Directors acting jointly may call a general meeting at any time.

### **34. Length of notice**

- 34.1 All general meetings must be called by either:
- 34.1.1 at least 14 Clear Days' notice, or in the case of the AGM, with at least 28 Clear Days' notice; or
  - 34.1.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

### **35. Contents of notice**

- 35.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 35.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 35.3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement in the form prescribed by statute, informing the Member of

his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Charity.

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

### **36. Service of notice**

Notice of general meetings must be given to every Member, Participating Member and to the auditors of the Charity.

### **37. Quorum for general meetings**

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

- 37.2 The quorum shall be five people present in person or by proxy and entitled to vote on the business to be transacted.

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

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

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

### **38. Chairing general meetings**

- 38.1 The Chair or in his or her absence, the Deputy Chair or in his or her absence some other Director nominated by the Directors shall preside as chair at each general meeting.

- 38.2 For the avoidance of doubt, a proxy holder who is not a Director shall not be entitled to be appointed chair of the meeting.

### **39. Attendance and speaking by Participating Members**

The chair of the meeting shall permit Participating Members (or authorised representatives in the case of Corporate Members) to attend and speak at a general meeting.

## **40. Adjournment**

- 40.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 40.1.1 the meeting consents to an adjournment; or
  - 40.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 40.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 40.3 When adjourning a general meeting, the chair of the meeting must:
- 40.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 40.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 40.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:
- 40.4.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
  - 40.4.2 containing the same information which such notice is required to contain.
- 40.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### ***VOTING AT GENERAL MEETINGS***

## **41. Voting: general**

- 41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 41.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 41.2.1 has or has not been passed; or
  - 41.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 52 is also conclusive evidence of that fact without such proof.

## **42. Votes**

### *Votes on a show of hands*

42.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

42.1.1 each Member present in person; and

42.1.2 (subject to Article 47.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

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

### *Votes on a poll*

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

42.2.1 every Member present in person; and

42.2.2 every Member present by proxy (subject to Article 47.3).

### *General*

42.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

42.4 No Member shall be entitled to vote at any general meeting and no Participating Member shall be entitled to vote in the Elections unless any subscription presently payable by him, her or it to the Charity has been paid.

## **43. Errors and disputes**

43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

43.2 Any such objection must be referred to the chair of the meeting whose decision is final.

## **44. Poll votes**

44.1 A poll on a resolution may be demanded:

44.1.1 in advance of the general meeting where it is to be put to the vote; or

44.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

44.2 A poll may be demanded by:

44.2.1 the chair of the meeting;

44.2.2 the Directors;

44.2.3 two or more persons having the right to vote on the resolution;

44.2.4 any person, who, by virtue of being appointed proxy for one or more Members having the right to vote on the resolution, holds two or more votes; or

44.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

44.3 A demand for a poll may be withdrawn if:

44.3.1 the poll has not yet been taken; and

44.3.2 the chair of the meeting consents to the withdrawal.

#### **45. Procedure on a poll**

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

##### ***Results***

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

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

##### ***Timing***

45.4 A poll on:

45.4.1 the election of the chair of the meeting; or

45.4.2 a question of adjournment;

must be taken immediately.

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

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

##### ***Notice***

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

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

## **46. Proxies**

### *Power to appoint*

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

### *Manner of appointment*

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

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

46.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

46.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

46.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

- 46.3 A proxy for a Member representing an unincorporated organisation under Article 30.3 may be appointed by the Member or by the organisation which he or she represents.

- 46.4 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 46.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 46.6 Unless a Proxy Notice indicates otherwise, it must be treated as:

46.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

46.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **47. Delivery of Proxy Notices**

- 47.1 The Proxy Notification Address in relation to any general meeting is:

47.1.1 the registered office of the Charity; or



47.1.2 any other Address or Addresses specified by the Charity as an Address at which the Charity or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

47.1.3 any electronic Address falling within the scope of Article 47.2.

47.2 If the Charity gives an electronic Address:

47.2.1 in a notice calling a meeting;

47.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

47.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

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

### ***Attendance of Member***

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

### ***Timing***

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

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

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

47.6.1 received in accordance with Article 47.4; or

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

### ***Interpretation***

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

### ***Revocation***

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

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

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

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

### ***Execution***

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

## ***WRITTEN RESOLUTIONS***

### **48. Written resolutions**

#### ***General***

48.1 Subject to this Article 48 a written resolution agreed by:

48.1.1 Members representing a simple majority; or

48.1.2 (in the case of a special resolution) Members representing not less than 75%;  
of the total voting rights of eligible Members shall be effective.

48.2 On a written resolution each Member shall have one vote.

48.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

48.4 A Members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

#### ***Circulation***

48.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

- 48.6 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.
- 48.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 48.8 Communications in relation to written resolutions must be sent to the Director's auditors in accordance with the Companies Acts.

***Signifying agreement***

- 48.9 A Member signifies his, her or its agreement to a proposed written resolution when the Charity receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:
- 48.9.1 identifying the resolution to which it relates; and
- 48.9.2 indicating the Member's agreement to the resolution.
- 48.10 For the purposes of Article 48.9:
- 48.10.1 a Document sent or supplied in Hard Copy Form is authenticated if it bears the Member's signature.
- 48.10.2 a Document sent or supplied in Electronic Form is authenticated if it bears the Member's signature or if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 48.11 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

**ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

**49. Communications by the Charity**

***Methods of communication***

- 49.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Charity , including without limitation:
- 49.1.1 in Hard Copy Form;
- 49.1.2 in Electronic Form; or
- 49.1.3 by making it available on a website.

- 49.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.
- 49.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

***Deemed delivery***

- 49.4 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.
- 49.5 Where any Document or information is sent or supplied under the Articles:
- 49.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
  - 49.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
  - 49.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
    - (a) when the material was first made available on the website; or
    - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 49.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a Member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Failed delivery***

- 49.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 49.7.1 if the Document or information has been sent to a Member and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the Member's postal address as shown in the Charity's register of Members, but may in its discretion choose to do so;

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

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

### ***Exceptions***

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

49.9 Notices of general meetings need not be sent to a Member who does not register an Address with the Charity.

49.10 The provisions of the Companies Acts shall apply to communications to the Charity.

## **50. Secretary**

A secretary may be appointed by the Directors 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:

50.1 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

50.2 anything else required or authorised to be done by or to the secretary of the Charity may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

## **51. Irregularities**

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

## **52. Minutes**

The Directors must cause minutes to be made:

52.1 of all appointments of officers made by the Directors;

52.2 of all resolutions of the Charity and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

- 52.3 of all proceedings at meetings of the Charity and of the Directors, and any other committees of Directors, including the names of the Directors present at each such meeting;

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

### **53. Records and accounts**

- 53.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

53.1.1 annual reports;

53.1.2 annual returns; and

53.1.3 annual statements of account.

### **54. Exclusion of model articles**

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

## **WINDING UP**

### **55. Winding up**

- 55.1 At any time before, and in expectation of, the winding up or dissolution of the Charity, the Directors may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

55.1.1 directly for the objects of the Charity; or

55.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

(a) for purposes similar to the objects of the Charity ; or

(b) for use for particular purposes that fall within the objects of the Charity.

- 55.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity under this Article 55 (except to a Member that is itself an institution chosen to benefit under this Article 55).

- 55.3 If no resolution is passed in accordance with Article 55.1 the net assets of the Charity shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

## **SCHEDULE**

### **INTERPRETATION**

#### **Defined terms**

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

<b>Term</b>	<b>Meaning</b>
1.1 “Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2 “AGM”	the annual general meeting of the Charity;
1.3 “Articles”	the Charity’s articles of association;
1.4 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5 “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;
1.6 “Companies Acts”	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;

- 1.7 “Connected” any person falling within one of the following categories:
- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
  - (b) the spouse or civil partner of any person in (a); or
  - (c) any other person in a relationship with a which may reasonably be regarded as equivalent to such a relationship as is

**Term**

**Meaning**

- mentioned at (a) or (b); or
- (d) any company, partnership or firm of which a person is a paid director, Member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.8 “Corporate Member” has the meaning given in Article 30.4;
- 1.9 “Charity” means the Civil Mediation Council Limited;
- 1.10 “Document” includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.11 “Director” an Elected Director, Independent Director, Co-opted Director or Officer Director, (as each is defined in Articles 25.1 and 11) or any other person occupying the position of director, by whatever name called;
- 1.12 “Elections” has the meaning given to it in Article 26.2;
- 1.13 “Electronic Form” and “Electronic Means” have the meanings respectively given to them in section 1168 of the Companies Act 2006;
- 1.14 “Financial Expert” an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.15 “Hard Copy” and “Hard Copy Form” have the meanings respectively given to them in the Companies Act 2006;



- 1.16 “Mediator” an individual who is trained to conduct mediations in accordance with such standards as the Directors may specify from time to time.
- 1.17 “Mediation” mediation and related dispute resolution techniques;
- 1.18 “Mediation Provider” An organisation whose primary purpose or purposes include the provision of mediation services or training, or the promotion of mediation, and those activities are conducted in whole or in part in England and Wales;
- 1.19 “Member” has the meaning given to it in section 112 of the Companies Act 2006;

**Term**

**Meaning**

- 1.20 “Participating Member” an individual or organisation wishing to participate in the activities of the Charity on the terms set out in Article 30.1;
- 1.21 “Proxy Notice” has the meaning given in Article 46;
- 1.22 “Proxy Notification Address” has the meaning given in Article 47;
- 1.23 “Public Holiday” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.24 “Registered Mediation Provider” A Mediation Provider which has been registered in accordance with Article 14.
- 1.25 “Writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

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