COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of
THE WORLD TRANSPLANT GAMES FEDERATION LIMITED

PART 1 – GENERAL

Name
1. The company’s name is THE WORLD TRANSPLANT GAMES FEDERATION LIMITED (and in this document it is called “the charity”)

Interpretation
2. In the articles:
   2.1 “address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;
   2.2 “the articles” means the charity’s articles of association;
   2.3 “the charity” means the company intended to be regulated by the articles;
   2.4 “clear days” in relation to the period of a notice means a period excluding:
      2.4.1 the day when the notice is given or deemed to be given; and
      2.4.2 the day for which it is given or on which it is to take effect;
   2.5 “the Commission” means the Charity Commission for England and Wales;
   2.6 “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
   2.7 “the Board of Trustees” means the Trustees;
   2.8 “the Trustees” means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
   2.9 “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
2.10 “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
2.11 “the Executive Committee” means the committee comprising Trustees elected by the
Board of Trustees to administer the charity on a day-to-day basis;
2.12 “the Federation” means the World Transplant Games Federation;
2.13 “the General Assembly” means the body which acts as the governing body of the
Federation comprising the Trustees and the member countries;
2.14 “member” has the meaning given in section 112 of the Companies Act 2006;
2.15 “member country” means an organisation representing an individual country that is a
member of the charity, acting through its authorised representative;
2.16 “the memorandum” means the charity’s memorandum of association;
2.17 “officers” includes the directors and the secretary (if any);
2.18 “the seal” means the common seal of the charity if it has one;
2.19 “secretary” means any person appointed to perform the duties of the secretary of the
charity;
2.20 “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
2.21 “special resolution” has the meaning given in section 283 of the Companies Act 2006;
2.22 “written resolution” has the meaning given in section 288 of the Companies Act 2006;
and
2.23 “the United Kingdom” means Great Britain and Northern Ireland.
2.24 Words importing one gender shall include all genders, and the singular includes the
plural and vice versa.
2.25 Unless the context otherwise requires, words or expressions contained in the articles
have the same meaning as in the Companies Acts but excluding any statutory
modification not in force when this constitution becomes binding on the charity.
2.26 Apart from the exception mentioned in the previous paragraph, a reference to an Act of
Parliament includes any statutory modification or re-enactment of it for the time being
in force.
2.27 The official language of the charity is English. All dealings of the charity will be
conducted in English, and all of the charity’s documents shall be in the English
language, or accompanied by an English translation of it certified as accurate by a
member of the Board of Trustees. In the case of conflict, the English language version
of any such document shall prevail.
3. In article 8 below, article 10.2 below and article 52.2 below, “connected person” means:
3.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;
3.2 the spouse or civil partner of the Trustee or of any person falling within article 3.1 above;
3.3 a person carrying on business in partnership with the Trustee or with any person falling within article 3.1 or 3.2 above;
3.4 an institution which is controlled:
3.4.1 by the Trustee or any connected person falling within article 3.1, 3.2 or 3.3 above; or
3.4.2 by two or more persons falling within article 3.4.1 above, when taken together
3.5 a body corporate in which:
3.5.1 the Trustee or any connected person falling within articles 3.1 to 3.3 above has a substantial interest; or
3.5.2 two or more persons falling within sub-clause article 3.5.1 above who, when taken together, have a substantial interest.
3.6 Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

**Liability of members**

4. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:
4.1 payment of the charity’s debts and liabilities incurred before it ceases to be a member;
4.2 payment of the costs, charges and expenses of winding up; and
4.3 adjustment of the rights of the contributories among themselves.

**PART 2 – OBJECTS AND POWERS**

**Objects**

5. The charity’s objects (‘Objects’) are specifically restricted to the following:
5.1 the advancement of amateur sport through the promotion of sporting activity amongst recipients of organ, tissue and cell transplants, as well as living donors and donor families, in particular but not limited to the sporting activity during the Summer and Winter events of the World Transplant Games which are held every other year;
5.2 the advancement of health for the public benefit through the promotion of the study of biological and clinical problems of organ transplantation in order to improve the physical health and mental wellbeing of recipients of organ, tissue and cell transplants; and

5.3 the advancement of education of the general public in relation to the benefits of organ, tissue and cell transplantation, including education about organ donation and raising awareness of the worldwide shortage of donor organs for transplantation.

Powers

6. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:

6.1 to facilitate biennial sports events to be known as the World Transplant Summer Games ("the Summer Games") and the World Transplant Winter Games ("the Winter Games");

6.2 to initiate various activities, projects or events to be managed under the auspices of the Federation, including the accreditation of activities, projects or events initiated and/or hosted by other organisations with goals and objectives similar to that of the Federation, and to this end to foster good relationships with organisations who are presently involved in the staging of sports and other events catering for recipients of organ, tissue and cell transplants, as well as living donors and donor families;

6.3 to support the work of prospective and existing organisations offering, promoting or supporting sports activities for recipients of organ, tissue and cell transplants, as well as living donors and donor families;

6.4 to promote co-operation between organisations involved in organ donation and transplantation around the world;

6.5 to promote the needs of recipients of organ, tissue and cell transplants, as well as living donors and donor families, with national and international organisations and statutory bodies;

6.6 to preserve and protect the physical and mental health and rehabilitation of recipients of organ, tissue and cell transplants by the provision of facilities for recreation and other leisure time occupations;

6.7 to subscribe to the objectives of the World Anti-Doping Agency and to promote awareness of the dangers of self-medication as it pertains to recipients of organ, tissue and cell transplants;
to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;

to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 8 below and provided it complies with the conditions in that article;

to:

6.17.1 deposit or invest funds;

6.17.2 employ a professional fund-manager; and

6.17.3 arrange for the investments or other property of the charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.
PART 3 – TRUSTEE BENEFITS AND CONFLICTS OF INTEREST

Application of income and property

7. Application of income and property

7.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.

7.2 A Trustee:

7.2.1 is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity;

7.2.2 may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

7.2.3 may receive an indemnity from the charity in the circumstances specified in article 53 below.

7.2.4 may not receive any other benefit or payment unless it is authorised by article 8 below

7.3 Subject to article 8 below, none of the income or 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 of the charity.

Benefits and payments to Trustees and connected persons

8. General provisions

8.1 No Trustee or connected person may:

8.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;

8.1.2 sell goods, services, or any interest in land to the charity;

8.1.3 be employed by, or receive any remuneration from, the charity; or

8.1.4 receive any other financial benefit from the charity,

unless the payment is permitted by article 8.3 below, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

8.2 In this article a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.
Scope and powers permitting Trustees' or connected persons' benefits

8.3 A Trustee or connected person may:

8.3.1 receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the Trustees do not benefit in this way;

8.3.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;

8.3.3 subject to article 8.4 below, provide the charity with goods that are not supplied in connection with services provided to the charity by the Trustee or connected person;

8.3.4 receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

8.3.5 receive rent for premises let by the Trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

8.3.6 take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

8.4 The charity and the Trustees may only rely upon the authority provided by article 8.3.3 above if each of the following conditions is satisfied:

8.4.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or the Trustees (as the case may be) and the Trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.

8.4.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

8.4.3 The other Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the
advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

8.4.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

8.4.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

8.4.6 The reason for their decision is recorded by the Trustees in the minute book.

8.4.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this article 8.

8.5 In articles 8.3 and 8.4 above;

8.5.1 “charity” includes any company in which the charity:

8.5.1.1 holds more than 50% of the shares; or

8.5.1.2 controls more than 50% of the voting rights attached to the shares; or

8.5.1.3 has the right to appoint one or more directors to the board of directors of that company; and

8.5.2 “connected person” includes any person within the definition in article 3 above.

Declaration of Trustees’ interests

9. Declaration of interests

9.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

9.2 A Trustee must absent himself or herself from any discussions of the Board of Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

10. Conflicts of interests and conflicts of loyalties

10.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision
in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

10.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

10.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

10.1.3 the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

10.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

PART 4 – MEMBERSHIP

Members

11. Members of the charity

11.1 The subscribers to the memorandum are the first members of the charity.

11.2 Subject to article 11.3 below, membership of the charity is open to organisations representing member countries who:

11.2.1 apply to the charity in the form required by the Board of Trustees; and

11.2.2 are approved by the Board of Trustees.

11.3 Only one organisation per member country may become a member of the charity.

11.4 The Board of Trustees:

11.4.1 may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application;

11.4.2 must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and

11.4.3 must consider any written representations the applicant may make about the decision. The Trustees’ decision following any written representations must be notified to the applicant in writing but shall be final.

11.5 Membership is not transferable.
11.6 The Board of Trustees must keep a register of names and addresses of the members of the charity.

Classes of membership

12. Classes of membership of the charity
12.1 The Board of Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
12.2 The Board of Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
12.3 The rights attached to a class of membership may only be varied if:
   12.3.1 three-quarters of the members of that class consent in writing to the variation;
   or
   12.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
12.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
12.5 Detailed provisions concerning the classes of membership are set out in the bylaws of the charity.

Termination of membership

13. Membership is terminated if:
13.1 the member ceases to exist;
13.2 the member resigns by written notice to the charity unless, after the resignation, there would be less than six members;
13.3 any sum due from the member to the charity is not paid in full within six months of it falling due;
13.4 the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:
   13.4.1 the member’s authorised representative has been given at least twenty-one days’ notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
   13.4.2 the member’s authorised representative has been allowed to make representations to that meeting.
PART 5 – THE GENERAL ASSEMBLY

General Assembly

14. General Assembly

14.1 The General Assembly comprises the Board of Trustees and the member countries.

14.2 The General Assembly is the governing body of the Federation and is chaired by the President of the Federation.

14.3 The Board of Trustees is responsible for management and control of the charity, for which purpose it implements the decisions of the General Assembly on behalf of the charity.

14.4 The roles of the General Assembly are:

14.4.1 to elect Trustees;

14.4.2 to receive, approve and adopt the audited financial statements of the charity;

14.4.3 to receive the annual report from the Board of Trustees; and

14.4.4 to determine the strategy of the Federation.

15. Meetings of the General Assembly

15.1 Each and every meeting of the General Assembly shall be a general meeting of the members of the charity and shall be called and held in accordance with the provisions applicable to general meetings contained in the Companies Act 2006.

15.2 The General Assembly shall meet annually and not more than fifteen months may elapse between successive annual meetings.

15.3 The venue for such annual meeting will be the Summer Games every second year and as prescribed by the Board of Trustees in the intervening year.

15.4 The Board of Trustees do not have any voting rights at meetings of the General Assembly.

15.5 In addition to articles 15.1 to 15.4 above, the Board of Trustees may call a meeting of the General Assembly if a special occasion arises.

General meetings

16. General meetings

16.1 The members of the charity must hold their first annual general meeting within eighteen months after the date of its incorporation.
16.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

16.3 The venue for such annual general meeting will be the World Transplant Games every second year and at a mutually agreed venue in the intervening year.

17. The Board of Trustees may call a general meeting of the charity at any time.

Notice of general meetings
18. Notice of general meetings of the members of the charity
18.1 The minimum periods of notice required to hold a general meeting are:
   18.1.1 twenty-eight clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
   18.1.2 twenty-one clear days for all other general meetings.
18.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
18.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 24 below.
18.4 The notice must be given to all the members and to the Trustees and auditors.

19. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings
20. Chair of general meetings
20.1 General meetings shall be chaired by the President.
20.2 If the President is unwilling to preside at any general meeting, or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of their number to chair that meeting.
20.3 If no member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

21. Quorum
21.1 No business shall be transacted at any general meeting unless a quorum is present.
21.2 A quorum is one-third of the total membership at the time.
21.3 The authorised representative of a member country shall be counted in the quorum.
21.4 If:
   21.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
   21.4.2 during a meeting a quorum ceases to be present;
the meeting shall be adjourned to such time and place as the Trustees shall determine.
21.5 The Trustees must reconvene the meeting and must give at least seven clear days’ notice of the reconvened meeting stating the date, time and place of the meeting.
21.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

22. Adjournment of meetings
22.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
22.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
22.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
22.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days’ notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

23. Voting at meetings of the members
23.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
   23.1.1 by the person chairing the meeting; or
23.1.2 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

23.2 Results
23.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
23.2.2 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

23.3 Withdrawal of a demand for a poll
23.3.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
23.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

23.4 Results of a poll
23.4.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
23.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

23.5 Demanding a poll
23.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
23.5.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
23.5.3 The poll must be taken within thirty days after it has been demanded.
23.5.4 If the poll is not taken immediately at least seven clear days’ notice shall be given specifying the time and place at which the poll is to be taken.
23.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices
24. An individual can only be appointed as a member’s proxy if that individual is from the same member country as the member.
25. Proxy notices

25.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

25.1.1 states the name and address of the member appointing the proxy;
25.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
25.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine;
25.1.4 is signed by the person appointed to be that member’s proxy to indicate his or her acceptance to act as proxy, or is authenticated in such manner as the Trustees may determine; and
25.1.5 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

25.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

25.3 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.

25.4 Unless a proxy notice indicates otherwise, it must be treated as:

25.4.1 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
25.4.2 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.

Delivery of proxy notices

26. Delivery of proxy notices

26.1 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.

26.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

26.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
26.4 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 appointor’s behalf.

Written resolutions
27. Written resolutions
27.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
27.1.1 a copy of the proposed resolution has been sent to every eligible member;
27.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
27.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.

27.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

27.3 In the case of a member country, its authorised representative may signify its agreement.

Votes of members
28. Subject to article 12 above, every member shall have one vote.

29. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

30. Representatives of member countries
30.1 Any organisation that is a member country may authorise any person to act as its representative at any meeting of the members.
30.2 The member country must give written notice to the Board of Trustees of the name of its authorised representative. The authorised representative shall not be entitled to represent the member country at any meeting unless the notice has been received by the
Board of Trustees. The authorised representative may continue to represent the member country until written notice to the contrary is received by the Board of Trustees.

30.3 Any notice given to the Board of Trustees will be conclusive evidence that the authorised representative is entitled to represent the organisation or that his or her authority has been revoked. The Board of Trustees shall not be required to consider whether the authorised representative has been properly appointed by the member country.

PART 6 – TRUSTEES

Trustees

31. Trustees

31.1 A Trustee must be a natural person aged 18 years or older.

31.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 43 below.

32. Board of Trustees

32.1 The Board of Trustees shall comprise the Executive Committee and not less than 6 but not more than 10 Trustees (unless otherwise determined by ordinary resolution).

32.2 An authorised representative of a member country may not be appointed as a Trustee if there is already an authorised representative of that member country on the Board of Trustees.

33. The first Trustees shall be those persons notified to Companies House as the first directors of the charity.

34. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board of Trustees.

Powers of Trustees

35. Powers of Trustees

35.1 The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
35.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

35.3 Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

36. Authority of the Trustees
36.1 The Board of Trustees is responsible for management and control of the charity, for which purpose it implements the decisions of the General Assembly on behalf of the charity.

36.2 The Board of Trustees shall be responsible for the election of the Executive Committee.

36.3 The Board of Trustees shall select the sites of the Summer Games and the Winter Games.

36.4 In the case of a vacancy arising in the Executive Committee, the Board of Trustees may elect a Trustee to fill that vacancy for the balance of the term of the Trustee who vacated that position.

36.5 The responsibilities of the Board of Trustees for management and control of the charity between meetings of the Board of Trustees shall be carried out by the Executive Committee.

Terms of office of Trustees

37. Term of office
37.1 Trustees shall serve a four-year term of office commencing at the conclusion of the last meeting of the members of the charity held at the Summer Games during which he or she is elected as a Trustee.

37.2 At the end of a Trustee’s term of office, he or she shall be eligible for re-election provided he or she is recommended for re-election by the Board of Trustees.

38. Newly elected Trustees shall be invited to attend the meeting of the Board of Trustees that is convened after the meeting of the General Assembly and before the end of the Summer Games but such Trustees will not have any voting rights at that meeting.
Appointment of Trustees

39. The members of the charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.

40. No person may be appointed as a Trustee unless:

40.1 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:

40.1.1 is signed by a member entitled to vote at the meeting;

40.1.2 states the member’s intention to propose the appointment of a person as a Trustee;

40.1.3 contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

40.1.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

41. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days’ notice of any resolution to be put to the meeting to appoint a Trustee.

42. The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

43. A Trustee shall cease to hold office if he or she:

43.1 ceases to be a Trustee by virtue of any provision in the Companies Acts;

43.2 is prohibited by law from being a director either under the laws of England and Wales or under the laws of the Trustee’s country of residence;

43.3 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

43.4 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or

43.5 resigns as a Trustee by notice to the charity (but only if at least six Trustees will remain in office when the notice of resignation is to take effect); or
43.6 is removed as a Trustee by a resolution of the Board of Trustees that it is in the best interests of the charity that his or her term of office as a Trustee is terminated, on the grounds of one or more of the following events:

43.6.1 the Trustee is found guilty of gross misconduct in connection with or affecting the general affairs of the charity;

43.6.2 the Trustee commits any serious or repeated breach or non-observance of any of the provisions of the articles;

43.6.3 there has been any misconduct or mismanagement in the administration of the charity for which the Trustee was responsible or to which the Trustee was privy or which the Trustee by his or her conduct contributed to or facilitated;

43.6.4 the Trustee refuses or neglects to comply with any reasonable and lawful directions of the Board of Trustees; or

43.6.5 the Trustee is found guilty of fraud or dishonesty or engages in any conduct which, in the opinion of the Board of Trustees, has brought or may bring the charity into disrepute or has prejudiced or may prejudice the general affairs of the charity.

43.7 A resolution to remove a Trustee from the Board of Trustees under article 43.6 above may only be passed if:

43.7.1 the Trustee has been given at least twenty-one days’ notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

43.7.2 the Trustee has been allowed to make representations to that meeting.

Remuneration of Trustees

44. The Trustees must not be paid any remuneration unless it is authorised by article 8 above.

Proceedings of Trustees

45. Meetings

45.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

45.2 There must be at least two meetings of the Board of Trustees every year.

45.3 The venue for such annual meeting will be the World Transplant Games every second year and at a mutually agreed venue in the intervening year.
45.4 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

45.5 Questions arising at a meeting shall be decided by a majority of votes.

45.6 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

46. Quorum

46.1 No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made.

46.2 “Present” includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

46.3 The quorum shall be 50% of the total number of Trustees at the time, or such alternative number as may be decided from time to time by the Board of Trustees.

46.4 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

47. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

48. President

48.1 The President shall chair meetings of the Board of Trustees.

48.2 If the President is unwilling to preside at any meeting of the Board of Trustees, or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

49. Written resolutions

49.1 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.

49.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
Delegation

50. Delegation to sub-committees

50.1 The Board of Trustees may delegate any of their powers or functions to a sub-committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.

50.2 The Board of Trustees may co-opt onto such a sub-committee individuals other than Trustees who have special skills that are relevant to that sub-committee, provided that the majority of the members of that sub-committee are Trustees.

51. Conditions and procedures

51.1 The Board of Trustees may impose conditions when delegating, including the conditions that:

51.1.1 the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate; or

51.1.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Board of Trustees.

51.2 The Board of Trustees may revoke or alter a delegation.

51.3 All acts and proceedings of any sub-committees must be fully and promptly reported to the Board of Trustees and at such times as required by the Board of Trustees.

Validity of Trustees’ decisions

52. Validity of Trustees’ decisions

52.1 Subject to article 52.2 below, all acts done by a meeting of the Board of Trustees, or of a sub-committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

52.1.1 who was disqualified from holding office;

52.1.2 who had been obliged by the constitution to vacate office;

52.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

52.1.4 the vote of that Trustee; and

52.1.5 that Trustee being counted in the quorum.

the decision has been made by a majority of the Trustees at a quorate meeting.
52.2 Article 52.1 above does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Board of Trustees or of a sub-committee of Trustees if, but for article 52.1 above, the resolution would have been void, or if the Trustee has not complied with article 9 above.

Indemnity

53. Indemnity

53.1 The charity shall indemnify a relevant Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to the charity.

53.2 In this article, a “relevant Trustee” means any director or former director of the charity.

PART 7 – THE EXECUTIVE COMMITTEE

The Executive Committee

54. The Executive Committee

54.1 The Executive Committee comprises three Trustees elected by the Board of Trustees to hold the following offices:

54.1.1 President

54.1.2 Treasurer

54.1.3 Honorary Secretary

54.2 Election of the members of the Executive Committee shall take place at the first meeting of the Board of Trustees after the meeting of the General Assembly at the Summer Games.

55. Term of office – President

55.1 Upon being elected to the position of President, the Trustee elected shall serve a four-year term of office in that position, irrespective of any other term of office for which he or she may have been elected.

55.2 If a Trustee is elected to the position of President at a meeting subsequent to the meeting at which he or she was appointed as a Trustee then that Trustee’s term of office as Trustee shall automatically be extended so that it expires at the same time as his or her term of office as President.
55.3 A Trustee may only serve two consecutive terms of office in the position as President.

55.4 After having served two consecutive terms of office as President, the Trustee must retire from that position and cannot serve in either of the other positions on the Executive Committee.

55.5 After a period of four years has elapsed, the Trustee may again be nominated to a position on the Executive Committee, including the position of President.

55.6 In the case where a Trustee was elected to complete the term of a Trustee who had vacated the position of President, that period shall not be included as part of a term of office as set out in this article 55.

56. Term of office – Treasurer and Honorary Secretary

56.1 Upon being elected to the position of either Treasurer or Honorary Secretary, the Trustee elected shall serve a four-year term of office in that position, irrespective of any other term of office for which he or she may have been elected.

56.2 If a Trustee is elected to the position of Treasurer or Honorary Secretary at a meeting subsequent to the meeting at which he or she was appointed as a Trustee then that Trustee’s term of office as Trustee shall automatically be extended so that it expires at the same time as his or her term of office as Treasurer or Honorary Secretary respectively.

56.3 A Trustee may only serve two consecutive terms of office in the position of Treasurer or Honorary Secretary.

56.4 After having served two consecutive terms of office in the position of Treasurer or Honorary Secretary, the Trustee must retire from that position but may serve in either of the other positions on the Executive Committee and may continue to be a member of the Board of Trustees.

56.5 After a period of four years has elapsed, the Trustee may again be nominated to a position on the Executive Committee that he or she had held previously.

56.6 In the case where a Trustee was elected to complete the term of a Trustee who had vacated the position of either Treasurer or Honorary Secretary, that period shall not be included as part of a term of office as set out in this article 56.
Powers of the Executive Committee

57. Powers and authority of the Executive Committee

57.1 The Executive Committee executes the resolutions of the General Assembly and the Board of Trustees.

57.2 The Executive Committee shall consult the Board of Trustees on a timely basis on decisions concerning the charity and when appropriate shall ask the Board of Trustees to ratify its actions.

57.3 Particular tasks delegated to the Executive Committee by the Board of Trustees include:

57.3.1 preparing a budget plan;

57.3.2 providing a report from the Executive Committee to the Board of Trustees together with accompanying financial statements;

57.3.3 preparing for and run meetings of the General Assembly;

57.3.4 managing the office;

57.3.5 managing the charity’s assets and funds;

57.3.6 undertaking all duties of an employer as appropriate; and

57.3.7 co-operating with the host country of the Summer Games and the Winter Games respectively.

57.4 In addition to the powers set out in this article 57, the Executive Committee shall have the same powers as those given to the Board of Trustees as set out in the articles.

Processes and procedures of the Executive Committee

58. Detailed provisions are contained in the bylaws of the charity in relation to the following processes and procedures of the Executive Committee:

58.1 election and termination of members of the Executive Committee;

58.2 convening, control, rules and voting at meetings of the Executive Committee;

58.3 distribution of minutes of meetings; and

58.4 approval and objections to the minutes of meetings.

PART 8 – COMMUNICATIONS AND NOTICES

Means of communication to be used

59. Means of communication to be used

59.1 Subject to the articles, anything sent or supplied by or to the charity under the articles 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 or to the charity.

59.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

60. Any notice to be given to or by any person pursuant to the articles:
60.1 must be in writing; or
60.2 must be given in electronic form.

61. Serving of notices
61.1 The members of the charity may give any notice to a member either:
   61.1.1 personally to its authorised representative;
   61.1.2 by sending it by post in a prepaid envelope addressed to the member at its registered address or to the address of its authorised representative;
   61.1.3 by leaving it at the registered address of the member or the address of its authorised representative;
   61.1.4 by giving it in electronic form to the address of the member’s authorised representative; or
   61.1.5 by placing the notice on a website and providing the authorised representative with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

61.2 A member who does not register an address with the charity shall not be entitled to receive any notice from the charity.

62. An authorised representative of a member country present in person at any meeting of the members of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

63. Proof of service
63.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
63.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

63.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

63.3.1 48 hours after the envelope containing it was posted, if it is posted by first class mail or equivalent; or

63.3.2 7 days after the envelope containing it was posted, if it is posted by air mail or equivalent; or

63.3.3 in the case of an electronic form of communication, 48 hours after it was sent.

PART 9 – RULES AND BYLAWS

64. Rules and bylaws

64.1 The Board of Trustees may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the charity.

64.2 The bylaws may regulate the following matters but are not restricted to them:

64.2.1 the admission of members of the charity (including the admission of member countries) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

64.2.2 the conduct of members of the charity in relation to one another, and to the charity’s employees and volunteers;

64.2.3 the setting aside of the whole or any part or parts of the charity’s premises at any particular time or times or for any particular purpose or purposes;

64.2.4 the procedure at general meetings and meetings of the Board of Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;

64.2.5 generally, all such matters as are commonly the subject matter of company rules.

64.3 The Board of Trustees has the power to alter, add to or repeal the rules or bylaws.

64.4 The Board of Trustees must adopt such means as they think sufficient to bring the rules and bylaws to the notice of members of the charity.

64.5 The rules or bylaws shall be binding on all members of the charity. No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the articles.
PART 10 – MISCELLANEOUS

Seal
65. If the charity has a seal it must only be used by the authority of the Board of Trustees or of a sub-committee of Trustees authorised by the Board of Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

Minutes
66. The Board of Trustees must keep minutes of all:
66.1 appointments of officers made by the Trustees;
66.2 proceedings at meetings of the members of the charity;
66.3 meetings of the Board of Trustees and sub-committees of Trustees including:
   66.3.1 the names of the Trustees present at the meeting;
   66.3.2 the decisions made at the meetings; and
   66.3.3 where appropriate the reasons for the decisions.

Accounts
67. Accounts
67.1 The Board of Trustees must prepare for each financial year accounts as required by the Companies Acts.
67.2 The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
67.3 The Board of Trustees must keep accounting records as required by the Companies Act.
67.4 The Executive Committee shall be responsible for ensuring that this article is complied with.

Annual Report and Return and Register of Charities
68. Annual Report
68.1 The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
68.1.1 transmission of a copy of the statements of account to the Commission;
68.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
68.1.3 preparation of an Annual Return and its transmission to the Commission.

68.2 The Board of Trustees must notify the Commission promptly of any changes to the charity’s entry on the Central Register of Charities.

Disputes

69. If a dispute arises between members of the Board of Trustees and/or members of the charity about the validity or propriety of anything done by the Board of Trustees under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

PART 11 – DISSOLUTION

70. Dissolution

70.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

70.1.1 directly for the Objects; or
70.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
70.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

70.2 Subject to any such resolution of the members of the charity, the Board of Trustees may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

70.2.1 directly for the Objects; or
70.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
70.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
70.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 70.1 is passed by the members or the Trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.
THE WORLD TRANSPLANT GAMES FEDERATION

Company Number 10323481

SPECIAL RESOLUTION

THAT the Articles of Association attached hereto and marked “A” be and are hereby adopted as the Articles of Association of The World Transplant Games Federation from the date hereof

RESOLVED

Signed: 

Chris Thomas, President

Dated: 12/07/2018