

THE COMPANIES ACT 2006

CHARITABLE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
of
INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS**

1. Name

The company's name is International Association of Hydrogeologists (and in this document it is called the 'Charity').

2. Interpretation

2.1 The Articles expressly exclude the model articles for companies limited by guarantee, which shall not apply to the Charity.

2.2 In the Articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an email or a telephone number for receiving text messages in each case registered with the Charity;

'the Articles' means the Charity's articles of association;

'the Advisory Council' means the council of advisers responsible for providing professional and technical advice to the Trustees, as established under Article 27 (Advisory Council);

'the Charity' means the company intended to be regulated by the Articles;

'clear days' in relation to the period of a notice means a 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;

'the Charity Commission' means the Charity Commission for England and Wales or any body which replaces it;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the Executive Committee' means the committee appointed in accordance with Article 24 (Executive Committee);

'the members' are the members of the Charity admitted in accordance with Article 10 (Members) and the terms 'member' and 'membership' shall be interpreted accordingly;

'the memorandum' means the Charity's memorandum of association;

'officers' includes the Trustees and the secretary (if any);

'President' means the person from time to time elected to that office, pursuant to Article 20.1 (Appointment of Trustees);

'Rules' means the rules of the Charity made under Article 34 (Rules);

'the seal' means the common seal of the Charity, if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity, including a joint, assistant or deputy secretary;

'the Trustees' means the charity trustees for the time being of the Charity (as defined by section 177 of the Charities Act 2011) who are also the directors of the Charity for the purposes of the Companies Acts; and

'the United Kingdom' means Great Britain and Northern Ireland.

2.3 In the Articles:

- (a) words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- (b) any words following the terms 'including', 'include', 'in particular', 'for example' or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms;
- (c) 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; and

- (d) apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modifications or re-enactment of it for the time being in force.

3. Liability of members

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 he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (a) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

4. Objects

4.1 The Charity's objects ('the Objects') are to advance public education and promote research (and disseminate the useful results of such research) in the study and knowledge of Hydrogeological science.

4.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

5. Powers

The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:

- (a) to draw, make accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- (b) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) 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;

- (e) 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;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) 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 or Connected Person only to the extent it is permitted to do so by Article 7 (Benefits and payments to Trustees and Connected Persons) and provided it complies with the conditions in that Article;
- (k) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund manager; and
 - (iii) 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;
- (l) to insure Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or which alleged to be a breach of trust or a breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or a breach of duty.

6. Application of income and property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects. Subject to Article 7 (Benefits and payments to Trustees and Connected Persons),

none of the income or property of the Charity shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity.

6.2 A Trustee:

- (a) 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;
- (b) 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
- (c) may receive an indemnity from the Charity in the circumstances specified in Article 35 (Indemnity)

but shall not receive any other benefit or payment from the Charity unless it is authorised by Article 7 (Benefits and payments to Trustees and Connected Persons).

7. Benefits and payments to Trustees and Connected Persons

7.1 No Trustee or Connected Person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity; or
- (d) receive any other financial benefit from the Charity,

unless the payment is permitted by Article 7.2, or authorised by the court or the prior written consent of the Charity Commission has been obtained; and in this Article 7 a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 A Trustee or Connected Person may:

- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that such benefit is generally available to the beneficiaries of the Charity;
- (b) enter into a contract for the supply of goods and/or services to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 – 188 of the Charities Act 2011;

- (c) receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England rate (also known as the base rate);
- (d) receive rent for premises let by the Trustee or Connected Person to the Charity, provided that (a) the amount of the rent and the other terms of the lease must be reasonable and proper; and (b) 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
- (e) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7.3 In Articles 7.1 and 7.2:

- (a) 'Charity' includes any company in which the Charity:
 - (i) holds more than 50% of the shares;
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) 'Connected Person' includes any person within the definition in Article 38 (Connected Persons).

8. Declaration of Trustees' interests

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. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest 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).

9. Conflicts of interest and conflicts of loyalties

9.1 If a conflict of interest 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 provisions in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;
- (b) 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

- (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

9.2 In this Article 9, 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.

10. Members

10.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the Rules shall be members of the Charity. No person shall be admitted a member of the Charity unless his or her application for membership is approved by or on behalf of the Trustees in accordance with the Rules.

10.2 Unless the Trustees, or the Charity in general meeting, shall make other provision under the Rules, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

10.3 Members shall pay annually such fees as shall be determined by the Trustees from time to time in accordance with the Rules.

10.4 Membership of the Charity may be terminated by the Trustees at any time if:

- (a) a member does not pay the applicable annual fee by the due date set by the Trustees;
- (b) the member's actions bring the Charity into disrepute; or
- (c) the member is guilty of misconduct, as set out in the Rules, including not abiding by the Charity's Rules made pursuant to Article 34 (Rules)

provided that, prior to any termination of membership pursuant to Articles 10.4(b) or (c) above, the Trustees must provide the member with written notice of the grounds for termination.

10.5 If a member disagrees with a decision to terminate their membership, he/ she can appeal the decision and the appeal will be considered by the Trustees with the support of the Advisory Council.

11. General meetings

11.1 The Charity shall hold an annual general meeting each year (in addition to any other general meetings in that year) and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places

(including remotely and/or as a hybrid meeting) as the Trustees shall appoint.

- 11.2 The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.

12. Notice of general meetings

- 12.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-eight clear days for all general meetings at which a resolution is proposed which requires special notice under the Companies Acts; and
 - (b) fourteen clear days for all other general meetings.
- 12.2 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.
- 12.3 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 14 (Content of proxy notices). The notice must be given to all the members and to the Trustees and auditors.
- 12.4 Notwithstanding anything contained in these Articles, if the Trustees call a meeting of the members, the Trustees may determine that the meeting be held, subject to and in accordance with the Companies Act, entirely or partly in remote format, by means of telephone or electronic communications that permits members to communicate adequately with each other during the meeting. In the event such a meeting is to be held the Trustees shall, notwithstanding anything contained in these Articles but subject to the Companies Act, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by means of telephone or electronic communications.
- 12.5 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.

13. Proceedings at general meetings

Quorum

- 13.1 No business shall be transacted at any general meeting unless a quorum is present. A quorum is the greater of:

- (a) 45 members present in person (including by phone or electronic means) or by proxy and entitled to vote upon the business to be transacted at the meeting; or
- (b) one hundredth of the total membership (as at the date of the meeting)

and the authorised representative of a member organisation shall be counted in the quorum.

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees may determine. 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. 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.

Chairing

General meetings shall be chaired by the President. If there is no such person or if he or she is not present within fifteen minutes of the time appointed for the meeting (or is unwilling or unable to act) a Trustee, appointed by the Trustees present, shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting. If no Trustees are 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.

Adjournments

The members present in person (including by phone or electronic means) or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. In such a case, 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. 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. 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.

Voting

- 13.2 Any vote at a general 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 by:
- (a) the person chairing the meeting;
 - (b) a member or members present in person (including by phone or electronic means) 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.

- 13.3 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. 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.
- 13.4 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. 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, provided that:
- (a) the poll must be taken within thirty days after it has been demanded; and
 - (b) if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time, place and manner (which may be by phone or electronic means) in which the poll is to be taken.
- 13.5 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. 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.
- 13.6 A poll must be taken as the person who is chairing the meeting directs. This may include taking the poll by electronic means and/or by a combination of methods where that facilitates the conduct of poll, for example, where some participants are attending the meeting in person and some remotely. The person chairing the meeting may appoint scrutineers (who need not be members) and may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 13.7 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. Content of proxy notices

- 14.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine;
 - (d) is delivered to the Charity in accordance with the Articles and any instruction contained in the notice of the general meeting to which they relate.

- 14.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 14.3 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. Unless a proxy notice indicates otherwise, it must be treated as:
- (a) 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
 - (b) 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.

15. Delivery of proxy notices

- 15.1 A person who is entitled to attend, speak or vote 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.
- 15.2 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.
- 15.3 Subject to Article 15.1, a notice revoking a proxy appointment only takes effect if it is delivered at least 48 hours before the start of the meeting or adjourned meeting to which it relates.
- 15.4 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.

16. Written resolutions

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:

- (a) a copy of the proposed resolution has been sent to every eligible member; and
- (b) 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 by such means as the Trustees have approved (which may include by electronic means, provided that the applicable requirements of the Companies Acts, including section 296 and section 1146 are met).

17. Votes of members

- 17.1 Every member, whether an individual or an organisation, shall have one vote. Any objection to the qualification of any voter must be raised at the general meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 17.2 Any organisation that is a member of the Charity may nominate any person to act as its representative at any general meetings of the Charity. The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any general meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 17.3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

18. Board of Trustees

18.1 The Board of Trustees shall consist of:

(a) four Elected Trustees being:

(i) the President;

(ii) the Secretary General;

(iii) the Vice-President (Finance and Membership) who fulfils the role of Treasurer; and

(iv) the Vice-President (Programme and Science Co-ordination)

each elected in accordance with Article 20.1; and

(b) up to four Co-opted Trustees, each appointed by the Trustees in accordance with Article 20.4, provided that the number of Co-opted Trustees shall not exceed the number of Elected Trustees.

18.2 Each Trustee must be:

(a) a member of the Charity; and

(b) a natural person aged 18 years or older

and no one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21 (Retirement, disqualification and removal of Trustees).

18.3 The minimum number of Trustees shall be four and (unless otherwise determined by ordinary resolution) shall not be more than eight.

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

19. Powers of the Trustees

19.1 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.

19.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

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

20. Appointment of Trustees

20.1 Subject to Articles 20.2 and 20.3, the four Elected Trustees referenced in Article 18.1(a) shall each be appointed for a term of four years by the members of the Charity via a competitive ballot (which may be held by electronic means).

20.2 No person may serve as President for more than one term of office. Subject to Article 20.3:

(a) a person serving as Vice President (Programme and Science Co-ordination) may be appointed to that office for a maximum of two terms; and

(b) a person may serve as the Secretary General and/or the Vice-President (Finance and Membership) (the Treasurer) for an unlimited number of terms

in each case, whether consecutive or otherwise.

20.3 No person other than a retiring Trustee shall be appointed or re-appointed as an Elected Trustee unless:

(a) he or she is recommended to the members of the Charity by the Trustees; or

(b) not less than four nor more than twelve weeks before the date of the competitive ballot, the Charity is given a written notice that:

(i) is signed by a member entitled to vote in the competitive ballot referenced 12 Article 20.1;

(ii) states the member's intention to propose the appointment of a person as an Elected Trustee; and

(iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House,

provided that in each case, the person concerned has confirmed, in such manner as the Board of Trustees may from time to time require, his or her willingness to be so appointed or reappointed.

20.4 Co-opted Trustees shall be appointed by the Board of Trustees for a term of four years (or such shorter period as may be specified at the time of their appointment). A Co-opted Trustee retiring or otherwise reaching the end of their terms of office shall be eligible for reappointment by the Board of Trustees for a further term (or terms).

20.5 All Trustee appointments, whether Elected Trustees or a Co-opted Trustees, must be made in accordance with the requirements of Article 18 (Board of Trustees) and no appointment shall be made that would result in a breach of that Article.

21. Retirement, disqualification and removal of Trustees

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

- (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- (b) 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);
- (c) ceases to be a member of the Charity (including where his or her membership is terminated pursuant to Article 10.4);
- (d) in the written opinion 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 and the other Trustees resolve that he or she should be removed from office accordingly;
- (e) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (f) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated accordingly; or

(g) is removed by a resolution passed by a majority of not less than two-thirds of the other Trustees for breaching their duties as a Trustee; for breaching the Trustees' Code of Conduct (if any); for breaching Article 10.4 (Removal of Members); and/or if a majority of not less than two-third of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Charity.

21.2 Before passing any resolution under Article 21.1(f) or (g) the other Trustees shall first invite the view of the Trustee concerned and have considered the matter in light of any such views. A person removed as a Trustee pursuant to Article 21.1(g) may also be simultaneously removed as a member pursuant to Article 10.4 (Removal of Members).

22. Remuneration of Trustees

Trustees must not be paid any remuneration unless it is authorised by Article 7 (Benefits and payments to Trustees and Connected Persons).

23. Proceedings of the Trustees

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

23.2 Any Trustee may call a meeting of the Trustees. The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

23.3 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote or, in his or her absence, the person who is chairing the meeting.

23.4 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

23.5 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. '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. The quorum shall be four Trustees, or such higher number as may be decided from time to time by the Trustees. 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. 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.

23.6 The President shall chair Trustees' meetings. If the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present shall appoint one of their number to chair that meeting.

23.7 The President, or the Trustee appointed to chair the meeting, shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.

23.8 A resolution in writing or in electronic form agreed by a majority of not less than 75% of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held. The resolution in writing may comprise several documents (including in electronic form) containing the text of the resolution in like form to each of which one or more Trustee has signified their agreement.

24. Executive Committee

24.1 There shall be an Executive Committee comprising the Elected Trustees and such of the Co-opted Trustees as the President deems appropriate.

24.2 The purpose of the Executive Committee is to direct the day-to-day operational activities under powers delegated by the Trustees.

24.3 The Trustees shall agree Terms of Reference for the Executive Committee, setting out matters including its role, functions, powers, responsibilities, operation and governance. The Executive Committee shall at all time operate in accordance with the Terms of Reference.

25. Delegation

25.1 Subject to Article 24 (Executive Committee), the Trustees may delegate any of their powers or functions to any committee consisting of two or more Trustees but the terms of any delegation must be recorded in the minutes.

25.2 The Trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom the power or function has delegated;

(b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

25.3 The Trustees may revoke or alter a delegation.

25.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

26. Validity of Trustees' decisions

26.1 Subject to Article 26.2, all acts done by a meeting of the Trustees, or of the Executive Committee or any other committee appointed in accordance with Article 25 (Delegation), shall

be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

26.2 Article 26.1 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 Trustees or of a committee of the Trustees if, but for Article 26.1, the resolution would have been void, or if the Trustee has not complied with Article 8 (Declaration of Trustees' interests) and Article 9 (Conflicts of interest and conflicts of loyalties).

27. Advisory Council

27.1 An Advisory Council shall be appointed to advise the Executive Committee and shall, subject to Article 27.3, consist of:

- (a) the immediate past President;
- (b) the Director of the Charity's Early Career Hydrogeologists' Network; and
- (c) up to eight Regional Vice-Presidents appointed in accordance with Article 27.2,

save that no Trustee shall be appointed to, or form part of, the Advisory Council and any member of the Advisory Council who becomes a Trustee shall immediately and automatically cease to be a member of the Advisory Council.

27.2 Regional Vice-Presidents shall be appointed by the members of the Charity to serve on the Advisory Council for a term of four years via a competitive ballot (which may be held by electronic means). Regional Vice-Presidents shall be eligible to be appointed to the Advisory Council for a maximum of two terms (whether consecutive or otherwise). For the avoidance of doubt, Regional Vice-Presidents (as with all members of the Charity) are also eligible to stand for election to the Board of Trustees.

27.3 The Trustees may, by a resolution passed by a majority of not less than 75% of those Trustees entitled to vote on the matter, at any time remove any person from their position on the Advisory Council, where they are satisfied that it would be in the best interests of the Charity to do so.

- 27.4 The Advisory Council shall meet with the Executive Committee not less than one time per calendar year. The President shall chair such meetings, or if the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- 27.5 The Advisory Council may hold meetings without the Executive Committee at its discretion. Such meetings shall be held when called by the immediate past President or if demanded by not less than three members of the Advisory Council. Such meetings shall be chaired by the immediate past President or if he/ she is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, those present may appoint one of their number to chair that meeting.
- 27.6 The Trustees shall agree Terms of Reference for the Advisory Council, setting out matters including its role, functions, operation and governance. The Advisory Council shall at all time operate in accordance with the Terms of Reference.

28. Secretary

Subject to the provisions of the Companies Acts, a secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them with immediate effect at any time by written notice to the secretary.

29. Seal

If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of the Trustees authorised by the 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 Trustee and by the secretary (if any) or by a second Trustee.

30. Minutes

The Trustees must keep minutes (which may be in electronic format) of all:

- (a) appointments of officers made by the Trustees;
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Trustees, the Executive Committee, any other committees of Trustees and of the Advisory Council, in each case including:
 - (i) the names of the persons present at the meeting;
 - (ii) the decisions made at the meetings; and

(iii) where appropriate, the reasons for the decisions.

31. Accounts

31.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. 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.

31.2 The Trustees must keep accounting records as required by the Companies Act.

32. Annual Report and Return and Register of Charities

32.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Charity Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Charity Commission; and
- (c) preparation of an Annual Return and its transmission to the Charity Commission.

32.2 The Trustees must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

33. Means of communication to be used

33.1 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 Acts provide for documents or information to be sent or supplied by or to the Charity.

33.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the 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.

33.3 Any notice to be given to or by any person pursuant to the Articles:

- (a) must be in writing; or
- (b) must be given in electronic form.

33.4 The Charity may give any notice to a member either:

- (a) personally;
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
- (c) by leaving it at the address of the member;
- (d) by giving it in electronic form to the member's address; or
- (e) by placing the notice on a website and providing the person 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.

33.5 A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity. A member present in person (whether physically or remotely) at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

33.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

33.7 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

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

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

34. Rules

34.1 The Trustees may from time to time make such reasonable and proper Rules (and may amend or repeal the same) as they consider necessary or expedient for the proper conduct and management of the Charity.

34.2 Any Rules made pursuant to Article 34.1 may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) 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;
- (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles; and
- (e) generally, all such matters as are commonly the subject matter of company rules.

34.3 The Charity in general meeting has the power to alter, add to or repeal the Rules.

34.4 The Trustees must adopt such means as they think sufficient to bring the Rules to the notice of members of the Charity.

34.5 The Rules shall be binding on all members of the Charity. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

35. Indemnity

35.1 The Charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

35.2 In this Article 35, a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

36. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity 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.

37. Dissolution

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 (Application of income and property) chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

38. Connected Persons

38.1 In these Articles, 'Connected Person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within Article 38.1(a);
- (c) a person carrying on business in partnership with the Trustee or with any person falling within Articles 38.1(a) or 38.1(b);
- (d) an institution which is controlled:
 - (i) by the Trustee or any Connected Person falling within Articles 38.1(a), 38.1(b) or 38.1(c); or
 - (ii) by two or more persons falling within Article 38.1(d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the Trustee or any Connected Person falling within Articles 38.1(a), 38.1(b) or 38.1(c) has a substantial interest; or
 - (ii) two or more persons falling within Article 35.1(e)(i) who, when taken together, have a substantial interest.

38.2 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 38.