



Articles of Association

**THE COMPANIES ACT 2006**

**ARTICLES OF ASSOCIATION**

**- of -**

**D&AD**

**ADOPTED BY SPECIAL RESOLUTION**

**11 DECEMBER 2017**

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

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## 1 Name

The company's name is D&AD (and in this document it is called the Charity).

## 2 Interpretation

### 2.1 In these Articles:

**"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;

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

**"Chair"** means the Chair of the Charity appointed by the Trustees to perform the duties of Chair of the Charity;

**"Charity"** means the organisation, registered as a company in England and Wales and having the company number 883234 under the name of D&AD, intended to be regulated by these Articles;

**"clear days"** in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

**"Commission"** means the Charity Commission for England and Wales;

**"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;

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

**"officers"** includes the Trustees and the secretary (if any);

**"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;

**"Trustee"** means the directors of the Charity for the purposes of the Companies Acts, and the Trustees are charity trustees as defined by section 177 of the Charities Act 2011;

**"United Kingdom"** means the United Kingdom of Great Britain and Northern Ireland.

### 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

### 2.3 Unless the context otherwise requires words or expressions contained in these 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.

- 2.4 Apart from the exception mentioned in Article 2.3, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.5 In Article 7, sub-clause (2) of Article 9 and sub-clause (2) of Article 27, **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 sub-clause (1) above;
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within Article 2.5(a) or Article 2.5(b) above;
  - (d) an institution which is controlled:
    - (i) by the Trustee or any connected person falling within Article 2.5(a), Article 2.5(b) or Article 2.5(c) above; or
    - (ii) by two or more persons falling within Article 2.5(d)(i), when taken together;
  - (e) a body corporate in which:
    - (i) the Trustee or any connected person falling within Article 2.5(a) to Article 2.5(c) has a substantial interest; or
    - (ii) two or more persons falling within Article 2.5(e)(i) who, when taken together, have a substantial interest.
    - (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 2.5.

### 3 Liability of members

The liability of the members is limited to a sum not exceeding £50, 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

The Charity's objects (**Objects**) are specifically restricted to the following:

To advance the education of the community by encouraging the understanding, appreciation and commission of good design and advertising in communications media of all kinds by providing, presenting, organising and managing exhibitions, publications, tours of various British and foreign cities, classes, lecturers, seminars, tutorials and other educational activities.

## **5 Powers**

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:

- (a) to employ, retain and pay designers, artists, publishers, professional and technical advisers, secretaries, clerks and others whose services are required or deemed necessary for carrying out the Objects;
- (b) to purchase, hire, take on, lease or in exchange or otherwise acquire and hold any hall, offices, plant, furniture, fittings, rights, privileges and real and personal property of any kind necessary or convenient for the promotion of the Objects, including the organising, running and presentation of awards schemes and ceremonies and exhibitions of all kinds;
- (c) to take such steps as may from time to time be deemed necessary for the purpose of obtaining money by way of donations, grants and contributions for the purposes of the Charity;
- (d) to accept and receive gifts of real and personal property for the purposes of the Charity;
- (e) to borrow or raise money for the purposes of the Charity in such a manner and upon such terms and such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise;
- (f) to sell, manage, let, mortgage, improve, dispose of or otherwise deal with all or any of the property of the Charity as may be thought necessary with a view to the promotion of its Objects;
- (g) to construct, maintain, improve and alter any buildings necessary for the promotion of the Objects;
- (h) to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and are necessary to its Objects;
- (i) to invest the monies of the Charity not immediately required for its purposes in such manner as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (j) to pay out of the fund of the Charity the costs, charges and expense of and incidental to the formation and registration of the Charity; and
- (k) to do all such other things as are necessary to the attainment of the Objects or any of them.

## **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.

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 36; but
- (d) may not receive any other benefit or payment unless it is authorised by Article 7.

6.3 Subject to Article 7, 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. This does not prevent a member who is not also a Trustee receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

## **7 Benefits and payments to Trustees and connected persons**

### **7.1 General provisions**

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.

In this Article 7.1, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

### **7.2 Scope and powers permitting Trustees' or connected persons' benefits**

- (a) A Trustee or connected person may receive a benefit from the Charity as a beneficiary provided that it is available generally to the beneficiaries of the Charity.
- (b) A Trustee or connected person may 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.

- (c) Subject to Article 7.3, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.
- (d) A Trustee or connected person may 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).
- (e) A Trustee or connected person may 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.
- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

### 7.3 Payment for supply of goods only – controls

The Charity and its Trustees may only rely upon the authority provided by Article 7.2(c) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods (**supplier**) under which the supplier is to supply the goods in question to or on behalf of the Charity.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 7.

### 7.4 In Articles 7.2 and 7.3:

- (a) **charity** includes any company in which the Charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more Trustees to the board of the company.

(b) **connected person** includes any person within the definition in Article 2.5.

## **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 Charity 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).

## **9 Conflicts of interests and conflicts of loyalties**

9.1 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 these 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 other 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 Trustees from time to time shall be the only members. A Trustee shall become a member on becoming a Trustee.

10.2 Membership is not transferable.

10.3 The Trustees must keep a register of names and addresses of the members.

## **11 Termination of membership**

11.1 A member shall cease to be a member if they:

- (a) cease to be a Trustee; or
- (b) die.

## **12 General meetings**

The Trustees may call a general meeting at any time.



### **13 Notice of general meetings**

- 13.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-one clear days for a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings.
- 13.2 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.
- 13.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. 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 22.
- 13.4 The notice must be given to all the members and to the Trustees and auditors.
- 13.5 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.

### **14 Proceedings at general meetings**

- 14.1 Quorum
- (a) No business shall be transacted at any general meeting unless a quorum is present.
  - (b) A quorum is three-quarters of the members of the Charity at the time, or if there are exceptional circumstances such lower number as the Chair shall in their absolute discretion deem necessary.
- 14.2 Inquorate meeting
- (a) If:
    - (i) a quorum is not present within half an hour from the time appointed for the meeting; or
    - (ii) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees shall determine.
  - (b) 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.
  - (c) 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.
- 14.3 Chairing a meeting
- (a) General meetings shall be chaired by the Chair.

- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

#### 14.4 Adjournment of meeting

- (a) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (b) 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.
- (c) 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.
- (d) 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.

#### 14.5 Voting at meetings

- (a) 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:
  - (i) by the person chairing the meeting; or
  - (ii) by at least two members present in person or by proxy and having the right to vote at the meeting.

#### 14.6 Result of a vote

- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) 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.

#### 14.7 Poll

- (a) 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.
- (b) 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.
- (c) 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.
- (d) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (e) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- (f) 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.
- (g) The poll must be taken within thirty days after it has been demanded.
- (h) 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.
- (i) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **15 Content of proxy notices**

15.1 Proxies may only validly be appointed by a notice in writing (**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; and
- (d) is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

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

15.3 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.

15.4 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.

## **16 Delivery of proxy notices**

16.1 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.

16.2 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.

16.3 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.

- 16.4 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.

## **17 Written resolutions**

- 17.1 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:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (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; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **18 Votes of members**

- 18.1 Every member shall have one vote.
- 18.2 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.

## **19 Trustees**

- 19.1 A Trustee must be a natural person aged 16 years or older.
- 19.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 23.
- 19.3 The number of Trustees shall not be less than two and shall not be subject to any maximum unless a maximum is set out in any rules or bye laws made in accordance with Article 37.
- 19.4 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

## **20 Powers of Trustees**

- 20.1 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, these Articles or any special resolution.
- 20.2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 20.3 Any meeting 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.

## **21 Appointment of Trustees**

Any person who is willing to act as a Trustee, who is permitted by law to do so, and who is eligible to become a Trustee in accordance with any rules or bye laws made in accordance with Article 37, may be appointed to be a Trustee by a resolution of the Trustees.

## **22 Retirement of Trustees**

22.1 The usual term of office for a Trustee shall be three years, at the end of which they shall retire. Subject to Article 22.2, a Trustee shall be eligible for reappointment by the Trustees for up to a further two terms, each usually of three years.

22.2 No Trustee shall serve for more than three terms, unless the Trustees consider it would be in the best interests of the Charity for a particular Trustee to continue to serve beyond that period and that Trustee is reappointed in accordance with the Articles.

## **23 Disqualification and removal of Trustees**

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) in the written opinion, given to the company, 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;
- (d) 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);
- (e) 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; or
- (f) is removed from office by a resolution of the Trustees that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least three-quarters of the Trustees are present. Such a resolution must not be passed unless:
  - (i) the Trustee has been given at least 14 clear days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed; and
  - (ii) the Trustee has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Trustees must consider any representations made by the Trustee (or the Trustee's representative) and inform the Trustee of their decision following such consideration. There shall be no right of appeal from a decision of the Trustees to terminate the Trusteeship of a Trustee.

## **24 Remuneration of Trustees**

The Trustees must not be paid any remuneration unless it is authorised by Article 7.

## **25 Proceedings of Trustees**

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

25.2 Any Trustee may call a meeting of the Trustees.

25.3 The Chair must call a meeting of the Trustees if requested to do so by a Trustee.

25.4 Unless expressly stated otherwise in these Articles or in any rules or bye laws made pursuant to Article 37, a decision of the Trustees shall be by a majority decision.

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

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

25.7 Quorum of Trustees' meetings

(a) 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.

(b) The quorum is three-quarters of the Trustees at the time, or if there are exceptional circumstances such lower number as the Chair shall in their absolute discretion deem necessary.

(c) 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.

25.8 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.

25.9 Chairing Trustees' meetings

(a) The Chair shall chair meetings of the Trustees.

(b) If the Chair is unwilling to preside 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.

(c) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

25.10 Written resolution

- (a) A resolution in writing or in electronic form agreed by all 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.
- (b) 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.

## **26 Delegation**

- 26.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- 26.2 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 they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 26.3 Persons who are not Trustees may be appointed as members of a committee, subject to the approval of the Trustees.
- 26.4 The Trustees may revoke or alter a delegation.
- 26.5 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## **27 Validity of Trustees' decisions**

- 27.1 Subject to Article 27.2, all acts done by a meeting of Trustees, or of a committee of Trustees, 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:
  - (d) the vote of that Trustee; and
  - (e) that Trustee being counted in the quorum;
 the decision has been made by a majority of the Trustees at a quorate meeting.
- 27.2 Article 27.1 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 Trustees if, but for Article 27.1, the resolution would have been void, or if the Trustee has not complied with Article 8.

## **28 President**

- 28.1 The President of the Charity (**President**) is also a Trustee, and has broad responsibilities including performing the role of D&AD's senior public figurehead and representing its interests throughout the public domain.
- 28.2 The usual term of office for the President shall be one year, at the end of which they shall retire from that office, as well as from his or her position as a Trustee.
- 28.3 When the President leaves office, the Deputy President shall automatically vacate the office of Deputy President and ascend to the role of President to begin his or her term of office.

## **29 Deputy President**

- 29.1 The Deputy President of the Charity (**Deputy President**) is also a Trustee.
- 29.2 The usual term of office for the Deputy President shall be one year.
- 29.3 Any person who is willing to act as Deputy President, and who is eligible to become Deputy President in accordance with any rules or bye laws made in accordance with Article 37, may be appointed to be a Deputy President by a resolution of the Trustees.

## **30 Vacation of the office of President or Deputy President**

The President or Deputy President shall vacate their respective offices:

- (a) if a resolution is passed by not less than three-quarters of the Trustees present at a meeting of the Trustees that it would be in the best interests of the Charity that their office be vacated;
- (b) if he or she ceases to be a Trustee;
- (c) if he or she retires by giving one month's notice in writing of such intention to the Chair; or
- (d) if his or her term of office has ended (unless exceptional circumstances apply and the Trustees deem that it would be in the best interests of the Charity for the term to continue).

## **31 Seal**

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

## **32 Minutes**

- 32.1 The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
  - (b) proceedings at meetings of the Charity;
  - (c) meetings of the Trustees and committees of Trustees including:



- (i) the names of the Trustees present at the meeting;
- (ii) the decisions made at the meetings; and
- (iii) where appropriate the reasons for the decisions.

### **33 Accounts**

33.1 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.

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

### **34 Annual Report and Return and Register of Charities**

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

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

### **35 Means of communication to be used**

35.1 Subject to these Articles, anything sent or supplied by or to the Charity under these 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.

35.2 Subject to these 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.

35.3 Any notice to be given to or by any person pursuant to these Articles:

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

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

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or

- (d) by giving it in electronic form to the member's address.
  - (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.
- 35.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 35.6 A member present in person 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.
- 35.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 35.8 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.
- 35.9 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.
- 36 Indemnity**
- 36.1 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.
- 36.2 In this Article 36, a **relevant Trustee** means any Trustee or former Trustee of the Charity.
- 36.3 The Charity may indemnify an auditor against any liability incurred by him or her or it:
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.
- 37 Rules**
- 37.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 37.2 The rules or bye laws may regulate the following matters but are not restricted to them:
- (a) the eligibility criteria for appointment as a Trustee, and the procedure governing recommendations for such appointments;

- (b) the eligibility criteria for appointment as President and Deputy President, and the procedure governing such appointments;
- (c) the powers delegated to committees pursuant to Article 26, and the terms of reference of such committees;
- (d) 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;
- (e) 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 these Articles;
- (f) generally, all such matters as are commonly the subject matter of company rules or bye laws.

37.3 The Charity by a vote of three-quarters of Trustees present at a meeting of the Trustees has the power to alter, add to or repeal the rules or bye laws.

37.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

37.5 The rules or bye laws shall be binding on all members of the Charity. Unless otherwise expressly stated, no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

### **38 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.

### **39 Dissolution**

39.1 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:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

39.2 Subject to any such resolution of the members of the Charity, the Trustees 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 made for them, shall on or before dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

- 39.3 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 60(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.