



Multiple Sclerosis Society

Constitution of the
Multiple
Sclerosis
Society

Governance Statement
and Articles of Association

Multiple Sclerosis Society Governance Statement

The Multiple Sclerosis Society is by far the biggest organisation representing approximately 100,000 people with MS in the United Kingdom of Great Britain and Northern Ireland and the Crown Dependencies of the Channel Islands and the Isle of Man together with their carers and families. The Society's strength and reputation rests on the benefits of:

- a strong engaged membership
- the selfless dedication of its volunteers working in partnership with committed staff
- open and democratic processes based on 'one member, one vote'
- effective ways of working based on transparency and accountability
- shared core values that inform all the MS Society's work

This document sets out principles of governance to be used in the MS Society to assist achieving its strategic aims and the effective delivery of its work for people living with MS. The principles of governance apply across the whole of the MS Society, establishing the rights and responsibilities of the Board, national councils, branches and support groups.

These principles are brought into practical effect through the MS Society's 'governing documents' which also give further details on the rights and responsibilities of individuals and groups.

Members

The foundation of governance in the MS Society is the expressed wishes of the members of the MS Society on how the Society should be governed in the best interests of the MS community in the UK.

Membership of the Society is open to all those who share an interest in MS, abide by the rules and policies of the Society and pay the annual membership dues. The Society's membership has strongly re-affirmed that the Society should be governed on democratic lines on the principle of 'one member, one vote', and the Society is ultimately governed by the wishes of its members, acting on behalf of the wider MS community. Members express their wishes through open and transparent democratic processes including the election of trustees to the Board (see below). Active and positive engagement of members in decision-making makes a vital contribution to the independence and strength of the Society.

Charitable objects and legal identity

The MS Society is registered as a UK-wide charity with the appropriate regulatory bodies across the UK. The MS Society's charitable objects are to:

- Support and relieve people affected by multiple sclerosis
- Encourage people affected by multiple sclerosis to attain their full potential as members of society by improving their conditions of life
- Promote research into multiple sclerosis and allied conditions and to publish the results

These objects are put into practice by the registration of the MS Society as a company limited by guarantee with charitable objects. This registration as a company gives the MS Society its legal identity.

Strategy

In 2007, the members of the MS Society voted overwhelmingly, for a new strategy for the Society, including the Society's ambition: "to beat MS." This strategy was reviewed and refreshed in 2010.

The Society's strategic aims help focus the activities of volunteers and staff. For the period 2011-2015, these aims are: 'research'; 'information and education'; 'support'; 'raising the standards of care'; with the overarching aim of 'leading the MS agenda'.

As part of the strategy, members decided that the MS Society should be an organisation that:

- is independent, open and accountable in all its activities
- is innovative and creative, adapting to the changing environment in which it works and the changing needs and aspirations of people affected by MS
- reviews performance and adapts where appropriate to deliver best value
- works closely in partnership with other organisations that share our passion to beat MS or that can support our aims
- develops more strategic alliances to find solutions through new and innovative ways of working together
- meets statutory and regulatory obligations

These factors mean that the MS Society should at all times seek to promote itself as an organisation that is, and is seen to be, changing lives by being: 'expert'; 'inspiring'; 'engaging'; 'driven'; 'inspired' and 'connected'.

Volunteers and members of staff in the MS Society should work constructively together towards our strategic aims within the letter and spirit of the Society's policies and processes.

Leading the MS Society

Some volunteers and staff in the MS Society have clear leadership roles; for volunteers these include trustees, council members and branch committee members. The Society has established the leadership values that should be demonstrated by all those in positions of leadership, or who have leadership roles from time to time. Leaders in the MS Society are to be:

Inspirational - we will inspire others to help us fulfil our goal, “to beat MS”

Authentic - we will act with integrity and honesty. Open, straightforward and self-aware, we will uphold our values in all circumstances

Empowering - we will empower staff, volunteers and members in their endeavours and actions to implement our strategy

Entrepreneurial - we will seek to create new opportunities, and take measured risks, to maximise the benefits of our work for people affected by MS

Accountable - we will take responsibility for our decisions, support others in their roles and champion the democratic principles of the Society

The Board

Members elect volunteers to be on the Board of the Society. Because the Board is both a charity and a company, these Board members are charity trustees under charity law and company directors under company law. In the Society we usually refer to them as 'trustees' (but for legal reasons they are referred to as 'directors' in the Articles of Association).

Together the trustees make up the Board. The Board is responsible for ensuring the Society does its utmost to achieve its strategic aims, operates within its charitable objects, and complies with the law and appropriate regulations. The Board sets the MS Society's strategy, key rules and policies that determine how individuals and groups in the Society relate to each other and external organisations. These rules include the Society's Code of Conduct that applies to all volunteers, members and staff, and policies on managing actual or potential conflicts of interest.

In order to exercise its responsibilities effectively, the Board delegates a range of tasks and powers to other volunteers, for example national councils, branches and support groups, or to paid staff. This delegation is formally communicated by the Board through a 'Scheme of Delegation', letters of delegation and other documents, including, but not limited to, the standard operating procedures for the Board and national councils. The Board is not entitled to give away any of its authority permanently and must retain the right to revoke, in the interests of the Society, any or all of the powers it has delegated at any time, if the Board judges it is in the interests of the MS Society to do so.

How we deal with problems

From time to time, problems may occur in working relationships in the MS Society. All parties are expected to work collaboratively and positively together to resolve problems but more formal action may be required if the problem is serious or individuals or groups are not working to resolve the issues. The Society will establish processes to deal with potential problems promptly and fairly for volunteers, members and staff. If necessary and in the best interests of the Society and its work, the Board (acting on behalf of the MS Society) may take a range of actions including to suspend or expel members, or suspend or withdraw powers delegated to constituent parts of the Society such as councils or branches.

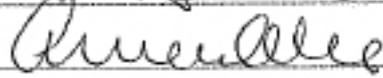
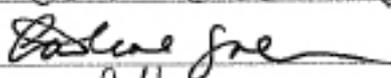
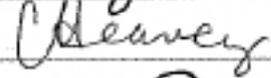
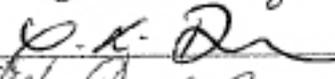
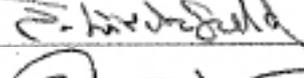
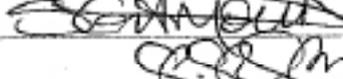
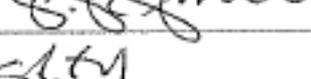
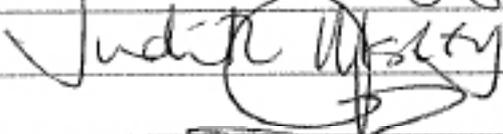
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Memorandum of Association of

MULTIPLE SCLEROSIS SOCIETY

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

ANTHONY KENNAN	
AMANDA COX	
CAROLINE GREEN	
CAROLYN HEANEY	
CLARE BALL	
DAVID JOHN DENHOLM	
IAN WILLIAM DOUGLAS	
JOHN LITCHFIELD	
STEPHEN WHITAKER	
SIOBHAN GILMOUR	
PAUL PAVIA	
JUDITH ILLSLEY	
JOHN CHARLES MILLER	
STUART JEFFREY NIXON	

Dated: 25 September 2010

**THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF MULTIPLE SCLEROSIS SOCIETY**

- 1 The company's name is the "Multiple Sclerosis Society" (and in this document it is called the "Charity").

Interpretation

- 2 In the 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;

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

"beneficiaries" means people affected by multiple sclerosis;

"Charities Acts" means the Charities Acts 1992, 1993 and 2006;

"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 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;

"the directors" means the directors of the Charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

"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;

"material interest" means a benefit which may or may not be financial but which has a monetary value;

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

"officers" includes the directors and the secretary (if any);

"OSCR" means the Office of the Scottish Charity Regulator;

"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;

“taxable trading” means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

“the 2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005;

“year” means calendar year; and

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

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.

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.

The articles are to be interpreted without reference to the model articles under the Companies Acts and such model articles do not apply to the Charity.

Liability of members

- 3
- (1) The liability of the members is limited.
 - (2) Every member of the Charity promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

- 4
- The Charity’s objects (“Objects”) are specifically restricted to the following:
- (1) To support and relieve people affected by multiple sclerosis;
 - (2) To encourage people affected by multiple sclerosis to attain their full potential as members of society by improving their conditions of life.
 - (3) To promote research into multiple sclerosis and allied conditions and to publish the results.

Powers

5 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:

- (1) to raise funds but not by means of taxable trading;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) 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 the restrictions in the Charities Acts;
- (4) 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 the restrictions in the Charities Acts;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish, support or administer any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to establish, support, and/or participate in groups, forums, branches, associations, federations or organisations with purposes that are within the Objects;
- (9) to set aside funds for special purposes or as reserves against future expenditure;
- (10) to employ and remunerate such staff as are necessary for carrying out the work of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf such staff and their dependants. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (11) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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 and the 2005 Act;

- (12) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2010;
- (13) 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;
- (14) to provide services, facilities, resources, advice, care, therapy and assistance (including financial support) to beneficiaries and to carers, families and friends where this is helpful for the support and relief of beneficiaries;
- (15) to promote the improvement of services and facilities by statutory and other bodies and organisations;
- (16) to promote or provide, cause to be provided, or assist in providing finance or other resources for research;
- (17) to publish in any form and by any method material in connection with the Objects;
- (18) to organise or support conferences, meetings, lectures, training services or courses of instruction;
- (19) to produce educational materials and to provide information or consultancy services;
- (20) to collect or receive monies through donations, subscriptions, legacies, grants or in any other form;
- (21) to accept any gift of money, property or other assets;
- (22) to accept and hold monies, property or other assets on special trusts within the Objects;
- (23) to make grants or loans of money and to give guarantees;
- (24) to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- (25) to open and operate bank accounts and other facilities for banking;
- (26) to enter into contracts with any other person or organisation, including contracts to provide services to or on behalf of other bodies;
- (27) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

Application of income and property

- 6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A director 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) A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2010.
- (c) A director may receive an indemnity from the Charity in the circumstances specified in article 85.
- (3) 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 director 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, subject always to section 67 of the 2005 Act.
- (4)(A) No director 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;
- (d) receive any other financial benefit from the Charity;
- unless:
- (i) the payment is permitted by article 6(2) or article 6(4)(B); or
- (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes, and the terms of section 67 of the 2005 Act are not thereby contravened.
- (4)(B) (a) A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

- (b) A director 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, section 73A to 73C of the Charities Act 1993 and section 67 of the 2005 Act.
 - (c) A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors provided that section 67 of the 2005 Act is not thereby contravened.
 - (d) A director or connected person may receive rent for premises let by the director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion and provided that section 67 of the 2005 Act is not thereby contravened.
 - (e) The directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993 and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2010.
 - (f) A director 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.
- (5) (a) In sub-clauses (2)-(4) of this article 6, "Charity" shall include 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 directors to the board of the company;

- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 71 and sub-clause (2) of article 72, “connected person” means:
 - (i) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;
 - (iv) an institution which is controlled:
 - (I) by the director or any connected person falling within paragraph (i), (ii), or (iii) above; or
 - (II) by two or more persons falling within sub-paragraph (I), when taken together;
 - (v) a body corporate in which:
 - (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
 - (vi) a Scottish partnership in which one or more of the partners is a director or a person with whom the director is connected.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause, save that the term “child” shall also include a person who is brought up or treated by another person as if the person were a child of the other person.

Members

- 7
- (1) The subscribers to the memorandum are the first members of the Charity.
 - (2) Membership is open to individuals who:
 - (a) apply to the Charity in the form required by the directors;
 - (b) are approved by the directors in accordance with the Charity's membership policy; and
 - (c) agree to abide by the rules of the Charity.
 - (3) The directors may only refuse an application for membership if, acting reasonably and properly and in accordance with the Charity's membership policy and any relevant procedure established under article 86, they consider it to be in the best interests of the Charity to refuse the application.
 - (4) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (5) The directors must make provision for a right of appeal against a decision to refuse membership. The directors must consider any written representations the applicant may make about the decision. The decision on appeal following any written representations must be notified to the applicant in writing but shall be final.
 - (6) Membership is not transferable.
 - (7) The directors must keep a register of names and addresses of the members.

Suspension of membership

- 8
- Membership may be suspended for a period of up to three months under processes approved by the directors pending the completion of an investigation into an alleged breach by a member of the rules of the Charity. During the period of the suspension, a member shall not be entitled to receive notice of general meetings of the Charity or to attend or vote at any such general meeting either in person or by proxy.

Termination of membership

- 9 Membership is terminated if:
- (1) the member dies;
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Charity is not paid in full within three months of it falling due;
 - (4) the member is removed from membership by a resolution of the directors at a meeting of the directors that he or she has acted contrary to the Charity's rules or otherwise acted contrary to the interests of the Charity and that it is in the best interests of the Charity that his or her membership is terminated. A decision to remove a member from membership may only be taken if:
 - (a) the member has been informed of the reasons why it is proposed to terminate his or her membership;
 - (b) the member has been given at least twenty-one clear days' notice in writing in which to make representations to the directors as to why his or her membership should not be terminated;
 - (c) the directors consider any representations made by the member or the member's representative; and
 - (d) the directors allow the member or the member's representative to make representations to the meeting at which the resolution is to be considered.

Associates

- 10 The directors may from time to time provide for the admission of persons as associates of the Charity subject to such conditions, subscriptions, rights and obligations as the directors shall determine. An associate shall not be a member of the Charity for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include a right to attend, speak or vote at general meetings of the Charity.

General meetings

- 11 (1) The Charity must hold its first annual general meeting within twenty one months after the date of its incorporation.
- (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.
- 12 The directors may call a general meeting at any time.

- 13 The directors shall call a general meeting if the Charity has received written requests to do so in the required form from the required percentage of members under section 303 of the Companies Act 2006.
- 14 On receipt of written requests pursuant to article 13, the directors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the meeting.

Notice of general meetings

- 15 Subject to article 14, the minimum period of notice required to hold a general meeting of the Charity is 28 clear days. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members of the Charity having the right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 16 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 articles 42 and 43.
- 17 The notice must be given to all the members and to the directors and auditors.
- 18 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.

Attendance and speaking at general meetings

- 19
- (1) A person is able to exercise the right to speak at a general meeting when he or she is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which he has on the business of the meeting.
 - (2) A person is able to exercise the right to vote at a general meeting when:
 - a) he or she is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - b) his or her vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
 - (3) The directors may make whatever arrangements they consider appropriate and reasonable to enable those attending a general meeting to exercise their rights to speak or vote at it.
 - (4) In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
 - (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
 - (6) The person chairing a general meeting may permit other persons who are not members to attend and speak at any general meeting

Business at annual general meeting

- 20 At the annual general meeting the members shall:
- (1) Receive the accounts of the Charity for the previous financial year;
 - (2) Receive the directors' report on the Charity's activities since the previous annual general meeting;
 - (3) Accept the retirement of those directors who wish to retire or who are retiring by rotation;
 - (4) Elect persons to be directors to fill the vacancies arising;
 - (5) Appoint auditors for the Charity;
 - (6) Deal with any other business put before them.

- 21 Subject to articles 22 and 23, a member may request the Charity to include in the business to be dealt with at an annual general meeting any matter that may properly be considered at that meeting provided that he is registered as a duly paid-up member thirteen weeks prior to the date of the meeting in question. Any such request must be received by the Charity not later than fifteen calendar weeks prior to the date of the annual general meeting.
- 22 The directors shall then decide whether the matter can properly be considered in the business of the meeting and, if so, whether it should be consolidated with other business.
- 23 For the purposes of article 21, a matter may not be properly considered if in the opinion of the directors it is frivolous, vexatious, defamatory of any person or is inconsistent with the provisions of the articles.

Votes of members

- 24 Every member present in person or by proxy shall have one vote on each resolution.
- 25 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.

Proceedings at general meetings

- 26 No business shall be transacted at any general meeting unless a quorum is present.
- 27 A quorum is one tenth of the total membership present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 28 A member is entitled to attend and to vote at a general meeting either in person or by proxy if he is registered as a duly paid-up member thirteen weeks prior to the date of the meeting.
- 29 If a quorum is not present within half an hour for the time appointed for the meeting or during the meeting a quorum ceases to be present:
- (1) The directors 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.
 - (2) The members present at the reconvened meeting constitute the quorum for that meeting.
- 30 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors present shall chair the meeting. If there is only one director present and willing to act, he shall chair the meeting. If no director 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 shall choose one of their number to chair the meeting.
- 31 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. 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.
- 32 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.
- 33 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.
- 34 (1) Any resolution at a meeting shall be decided by a show of hands unless a poll is demanded in accordance with article 34(2) below either:
- (a) in advance of the general meeting at which it is to be put to the vote; or
 - (b) at the meeting itself either before, or on the declaration of the result of, a show of hands.

- (2) A poll may be demanded by:
 - (a) the person chairing the meeting; or
 - (b) not less than two directors; or
 - (c) not less than five members having the right to vote on the resolution; or
 - (d) 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 on the resolution.

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

- 36 The result of the vote must be recorded in the minutes of the Charity together with the number and proportion of votes cast.

- 37 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.

- 38 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.

- 39 A poll must be taken as the person who is chairing the meeting directs.

- 40 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 41 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

- 42 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- (2) 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 directors may determine;
 - (d) 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; and
 - (e) Is received by the Charity at least 48 hours before the meeting to which it relates.
- (3) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (4) 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.
- (5) 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.

Delivery of proxy notices

- 43 (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.
- (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.
- (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.
- (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

- 44 (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 or that of its authorised representative within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) The following may not be passed as written resolutions:
- (a) A resolution to remove a director before his period of office expires; or
 - (b) A resolution to remove an auditor before his period of office expires.

Directors

- 45 (1) A director must be an individual aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 60.
- 46 The number of directors shall be not less than three and shall not be more than sixteen.
- 47 The first directors shall be those persons notified to Companies House as the first directors of the Charity.
- 48 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 49 (1) The directors 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.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Terms of office of directors

- 50 The terms of the Transition Schedule (Articles 91 – 93) shall apply to the first directors of the Charity. The following provisions shall apply thereafter.
- 51 The term of office of a director shall be three years, commencing on 1 January after the annual general meeting at which he or she is appointed.
- 52 At the end of his or her term of office, a director may be re-appointed save that subject to articles 53 and 66, a director shall not hold office for more than two successive terms without a break of at least one year before he or she can be re-appointed for a further term of office.
- 53 (1) The directors may resolve that due to exceptional circumstances, a director should continue to hold office for a maximum additional period of one year following the end of his or her second successive term of office.
- (2) Any director appointed as the Chair or the Treasurer under article 66 shall hold office as a director until the end of his or her term of office as Chair or Treasurer.

Appointment of directors

- 54 The Charity may by ordinary resolution at a general meeting appoint a person who is willing to act to be a director.
- 55 No person other than a director who will that year complete a term of office may be appointed a director at any general meeting unless he or she is eligible to hold office as a director under any rules or bye-laws made under article 86 and:
- (1) he or she is recommended for election or re-election by the directors; or
- (2) not less than sixteen calendar weeks before the date of the meeting, the Charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a director;
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 56 All members who are entitled to receive notice of a general meeting must be given not less twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who will that year complete a term of office. Where the number of directors recommended or proposed for appointment is greater than the number of vacancies an election will be held following the procedure laid down by the directors under article 86.

- 57 (1) The directors may appoint a person who is willing to act to be a director but the number of directors so appointed must not be more than one quarter of the total number of directors.
- (2) A director appointed by a resolution of the other directors must retire on 31 December following the next annual general meeting.
- 58 The appointment of a director, whether by the Charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Suspension of Directors

- 59 (1) A director may be suspended by a resolution of the directors pending investigation of an alleged breach of the Charity's rules if the directors consider it in the interests of the Charity to do so. The director, in person or through a representative, is entitled to hear the grounds on which suspension is contemplated, and to make representations to the Board before a decision is taken. Where the suspension is for more than three months, arrangements may be made for the place to be filled as a casual vacancy by the directors.
- (2) The Chair may be suspended by a resolution of the directors pending investigation of an alleged breach of the Charity's rules if the directors consider it in the interests of the Charity to do so. The Vice Chair or other person appointed by the directors will temporarily fulfil the role of Chair. The Chair, in person or through a representative, is entitled to hear the grounds on which suspension is contemplated, and to make representations to the Board before a decision is taken.

Disqualification and removal of directors

- 60 A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a trustee under the Charities Acts or the 2005 Act;
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable, whether mentally or physically, of managing his or her own affairs;
 - (5) resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - (6) is absent without the permission of the directors from three consecutive meetings and the directors resolve that his or her office be vacated;
 - (7) is removed from office by an ordinary resolution of the Charity pursuant to section 168 of the Companies Act 2006; or
 - (8) fails to disclose any matter in which he or she has a personal material interest pursuant to article 70 and the directors resolve that his or her office be vacated.
- 61 The directors may resolve that a director be removed from office if they consider that he or she has acted contrary to the Charity's rules or otherwise acted contrary to the interests of the Charity. Before any such resolution can be passed:
- (1) The director in question must have been informed in writing of the reasons why it is proposed to remove him or her from office;
 - (2) He or she must have been given at least twenty-one clear days' notice in writing in which to make representations to the directors as to why his or her term of office should not be terminated;
 - (3) The directors must consider any representations made by the director; and
 - (4) The directors must allow the director or the director's representative to make representations to the meeting at which the resolution is to be considered.

Remuneration of directors

- 62 The directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

- 63 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) A meeting of directors may be called by 25% of the directors.
- (3) The secretariat must call a meeting of the directors if requested to do so by 25% of the directors.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 64 (1) No decision may be made by a meeting of the directors 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 directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-half of the total number of directors (including co-opted members), whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 65 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 66 (1) The directors shall appoint a director to chair their meetings (the "Chair"). The Chair shall hold office for a period of five years but the directors may at any time revoke such appointment. The directors may resolve that due to exceptional circumstances, the Chair should continue to hold office for a maximum additional period of one year following the end of his or her term of office.
- (2) If no-one has been appointed as the Chair or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The directors may appoint a director as Treasurer of the Charity. The Treasurer shall hold office for a period of three years and may be re-appointed by the directors as Treasurer for a further period of three years but the directors may at any time revoke such appointment. The directors may resolve that due to exceptional circumstances, the Treasurer should

continue to hold office for a maximum additional period of one year following the end of his or her second three-year term of office.

- (4) Subject to articles 66(1) and 66(3), there must be a break of at least one year following the end of the term of office of the Chair or the second successive term of office of the Treasurer before he or she can be re-appointed for a further term of office as a director.
- 67 The person appointed as the Chair or as the Treasurer as the case may be shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 68 (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
 - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period stipulated in the document circulating the resolution.
- (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 directors has signified their agreement.

Delegation

- 69 (1) Subject to article 69(3), the directors may delegate any of their powers or functions to:
- (a) a chief executive who shall be responsible to the directors for the conduct of the Charity's business;
 - (b) committees consisting of two or more directors and (if the directors so decide) other members who are not directors but who are appointed under the procedure laid down by the directors under article 86;
 - (c) national councils as established by the directors;
 - (d) branches, networks, groups or regional structures as established by or on behalf of the directors but the terms of any delegation must be recorded in an authority document in a form established by the directors under article 86.

- (2) The directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the body or person 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 directors.
- (3) The following matters shall be reserved to and shall be exercisable only by the board of directors:
 - (a) The making of any Rules under article 86 or the altering of any such Rules; and
 - (b) Any other matter that the directors may determine by Rules made under article 86.
- (4) The directors may revoke or alter a delegation.
- (5) All acts and proceedings of any body or person to which or to whom powers are delegated by the directors must be fully and promptly reported to the directors.

Declaration of directors' interests

- 70 The Charity must have a policy statement on declaration of interests that is approved by the directors from time to time. A director must comply with that policy and 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 been previously declared. A director must absent himself or herself from any discussions of the directors 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 a personal financial interest).

Conflicts of interests

- 71 (1) If a conflict of interests arises for a director 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 directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director 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 director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting;
 - (c) the unconflicted directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying; and
 - (d) the terms of section 66 of the 2005 Act are not thereby contravened.
- (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 director or a connected person.

Validity of directors' decisions

- 72 (1) Subject to article 72(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the articles 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 director; and
 - (e) that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 72(1) does not permit a director or a connected person to keep any benefit, that may be conferred upon him or her by a resolution of the directors or of a committee of directors if but for article 72(1), the resolution would have been void, or if the director has not complied with article 70

Seal

73 If the Charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

74 The directors must keep minutes of all:

- (1) appointments of officers made by the directors;
- (2) proceedings at general meetings of the Charity;
- (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

75 (1) The directors 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.

(2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 76 (1) The directors must comply with the requirements of the Charities Act 1993 and the 2005 Act with regard to the:
- (a) transmission of the statements of account to the Commission;
 - (b) preparation of an Annual Report and its transmission to the Commission and to OSCR;
 - (c) preparation of an Annual Return and its transmission to the Commission and to OSCR.
- (2) The directors must notify the Commission and OSCR promptly of any changes to the Charity's entry on the Central Register of Charities or the Scottish Charity Register respectively.
- (3) The directors must comply with the requirements of the Charities Act (Northern Ireland) 2008 (as applicable) with regard to the:
- (a) requirement to register the Charity as a section 167 institution;
 - (b) preparation of a Financial Statement relating to the Charity's operations for charitable purposes in or from Northern Ireland;
 - (c) preparation of a Statement of Activities relating to the Charity's operations for charitable purposes in or from Northern Ireland; and
 - (d) compliance with order(s) and/or regulation(s) made by the Department for Social Development affecting the operation of the Charity for charitable purposes in or from Northern Ireland.

Means of communication to be used

- 77 (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.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 78 The Charity may give any notice to a member either:
- (1) personally; or
- (2) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (3) by leaving it at the address of the member; or
- (4) by giving it in electronic form to the member's address; or
- (5) by means of a website, the address of which has been notified to the member in writing and the member has agreed can be so used.
- 79 The Charity may send a document or information to a member via a website if the member concerned has not responded within 28 days of the Charity sending him or her a request asking him or her to agree to the Charity communicating with him or her in that manner, provided that:
- (1) the request stated clearly what the effect or failure to respond would be;
- (2) when the request is sent to the member, at least 12 months have passed since the Charity last requested the member to agree to receive the same or a similar type of document or information via a website;
- (3) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and
- (4) the Charity complies with the requirements of articles 80 and 81.
- 80 When sending information or a document via a website, the Charity must notify each intended recipient of:
- (1) the presence of the document or information on the website;
- (2) the address of the website;
- (3) the place on the website where it may be accessed; and
- (4) how to access the document or information.

- 81 Where information or a document is sent to members via a website in accordance with this article, the document or information must remain on the website:
- (1) in the case of notice of a general meeting, until after the general meeting has ended;
and
 - (2) in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to article 77.
- 82 Members may validly send any notice or document to the Charity:
- (1) by post to the Charity's registered office or any other address specified by the Charity for such purposes;
 - (2) to any fax number or email address provided by the Charity for such purposes.
- 83 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.
- 84
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (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.
 - (3) 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.

Indemnity

- 85
- (1) The Charity shall indemnify any relevant director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
 - (2) In this article a "relevant director" means any director or former director of the Charity.

Rules

- 86 (1) The directors 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 including:
- a) authority documents and a scheme of delegation setting out the basis of delegated powers;
 - b) standard operating procedures for boards, committees and groups
 - c) a handbook setting out how the Charity's financial affairs are to be conducted;
 - d) a statement of values;
 - e) a code or codes of conduct for members, officers and employees;
 - f) policies and procedures in relation to membership, ethical and environmental issues and the resolution of disputes;
 - g) a strategic plan for the achievement of the Charity's objects over a year or a longer period.
- (2) Rules or bye laws may also regulate 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 and generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Alterations to the Articles

- 87 No alteration may be made to the Articles without the prior written consent of the Commission and of OSCR where consent is required under section 64 of the Charities Act 1993 or section 16 of the 2005 Act respectively.
- 88 No alteration or addition shall be made to the articles which would have the effect that the Charity would cease to be a charity under the law of England and Wales, and, for so long as the Charity wishes to remain on the Scottish Charity Register, no alteration or addition shall be made to the articles which would have the effect that the Charity would cease to be a charity under the law of Scotland.

Dissolution

- 89 (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.
- (2) Subject to any such resolution of the members of the Charity, the directors 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.
- (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 89(1) is passed by the members or the directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.
- 90 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

Transition Schedule

- i. The first directors of the Charity shall be the Trustees of The Multiple Sclerosis Society of Great Britain and Northern Ireland (“the Society”) at the date of incorporation of the Charity.
- ii. The first term of office of each of the first directors shall end on 31 December in the year in which he or she would have ceased to hold office as a Trustee of the Society.
- iii. For the purposes of Article 52, terms of office of Trustees of the Society shall be treated as terms of office of directors of the Charity.

Articles approved at the Annual General Meeting 2010 and amended at the Annual General Meeting 2011

Multiple Sclerosis Society

Registered charity numbers: 1139257 / SC041990

Registered as a limited company in England and Wales: 07451571

Registered office: MS National Centre, 372 Edgware Road, London NW2 6ND