

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE  
FRIENDS OF HIGHGATE CEMETERY TRUST**

**Dated 16 January 1996, and amended 12 April 2000,  
15 March 2006 , 17 June 2008, 11 March 2010  
and 29th April 2015**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION OF THE FRIENDS OF HIGHGATE CEMETERY TRUST**

**INTERPRETATION**

1.

1.1 In these articles:

"AGM" means the annual general meeting of the Charity held in the year stated in any given Article;

"Board" means the board of Trustees;

"the Charity" means the above-named company intended to be regulated by these articles, namely Friends of Highgate Cemetery Trust;

"the Act" means the Companies Acts as defined in section 2 of the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to a period of notice means the 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 Commissioners" means the Charity Commissioners for England and Wales or their successor authority;

"executed" includes any mode of execution;

"the members" means those natural persons who are validly paid up members of the Charity pursuant to Articles 2 and 23;

"the memorandum" means the Memorandum of Association of the Charity;

"the Objects" mean the objects of the Charity as set out in Clause 3 of the memorandum of the Charity;

"office" means the registered office of the Charity;

"Protectors" has the meaning assigned to it by Article 14;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Trustee Code of Conduct" means the code of conduct adopted by the Trustees on 28 January 2014 to regulate their behaviour and as may be amended from time to time hereafter;

"the Trustees" means the directors of the Charity (and "Trustee" has a corresponding meaning); and

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

1.2 Words importing the masculine shall include the feminine and (where the context admits) the neuter and the singular shall (unless the context otherwise requires) include the plural (and vice versa).

1.3 Subject as aforesaid, words or expressions contained in these articles shall, unless the context otherwise requires, bear the same meaning as in the Act.

## **MEMBERS**

2. The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 23 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.

## **GENERAL MEETINGS**

3.

3.1 The Charity shall hold an annual general meeting each year and not more than fifteen months may elapse between successive general meetings in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.2 The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act or upon instruction of the Protectors pursuant to Article 14.5, shall forthwith proceed to convene an extraordinary general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may call a meeting.

## **NOTICE OF GENERAL MEETINGS**

4.

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 28 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice.

4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

4.3 The notice shall be given to all the members and to the auditors.

4.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

5.

- 5.1 No business shall be transacted at any meeting unless a quorum is present. 25 persons present in person who are entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organisation, or two and a half per cent of the total number of members or proxies for members, whichever is the greater, shall constitute a quorum.
- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
- 5.3 The chairman, if any, of the Trustees or in his absence some other trustee nominated by the Trustees, shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within 15 minutes after the time appointed for holding the meeting, and willing to act, the Trustees present shall elect one of their number to be chairman, and if there is only one Trustee present and willing to act, he shall be chairman.
- 5.4 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded: (1) by the chairman; or (2) by at least two members having the right to vote at the meeting, and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 5.6 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.7 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.8 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

## VOTES OF MEMBERS

6.

- 6.1 Every member shall have one vote in person or by proxy.
- 6.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 6.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman, whose decision shall be final and conclusive.
- 6.4 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and, subject to the provisions of the articles, the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.
- 6.5 Votes may be cast in person, by proxy or, subject to rules to be made by the Trustees under Article 23 by post. The appointment of a proxy shall be executed by the member and shall be in a form made in accordance with the provisions of the Act and received at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting.

## TRUSTEES

7.

- 7.1 The Board shall consist of no more than twelve Trustees, being:
  - 7.1.1 not less than seven and not more than nine Trustees elected by members of the Charity (the "**Elected Trustees**"); and
  - 7.1.2 not more than three Trustees appointed by the Board on the basis of their specialist skills and experience (the "**Appointed Trustees**"); and
  - 7.1.3 any number of co-opted Trustees appointed under Article 9.6.
- 7.2 No appointment of an Appointed Trustee shall be effective until it has been approved by the members at a general meeting.

## POWERS OF TRUSTEES

8.

- 8.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees, who subject to the functions of the Protectors as provided in the articles may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no direction shall invalidate any prior act of the Trustees which

would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

- 8.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers the Trustees shall have the following powers, namely:
- 8.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of any funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
  - 8.2.2 to enter into contracts on behalf of the Charity;
  - 8.2.3 to undertake any activity permitted by the memorandum which furthers the Objects;
  - 8.2.4 to delegate the management of the Charity's investments to professional fund managers appointed by and at the discretion of the Trustees; and
  - 8.2.5 to delegate the day to day management of the Charity to a chief executive or other manager or managers.

#### **ELECTION, APPOINTMENT AND RETIREMENT OF TRUSTEES**

9.

- 9.1 At the third annual general meeting after his last election or appointment a Trustee whether elected or appointed shall retire.
- 9.2 A Trustee shall be eligible for re-election or re-appointment; however no Trustee may serve for a period of more than six years (starting from the date of the general meeting at which (i) he was elected, or (ii) his appointment by the Board was approved) without a period of at least a year out of office.
- 9.3 No person other than a Trustee retiring by rotation shall be elected, re-elected, appointed or re-appointed a Trustee at any general meeting unless:
- 9.3.1 he is recommended by the Trustees; or
  - 9.3.2 not less than two clear calendar months 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 election of a person as a Trustee;
    - (c) contains the requisite details that, if the person were to be elected, the Charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his willingness to be elected.

9.4 No person may be elected or appointed as a Trustee:

9.4.1 unless he is a member and has attained the age of 18 years;

9.4.2 if he holds office as a Protector;

9.4.3 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under Article 10; and

9.4.4 unless he signs the Trustee Code of Conduct.

9.5 At least 28 clear days before the date appointed for holding a General Meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (i) who is recommended by the Trustees for election or re-election as a Trustee at the meeting, or (ii) whose appointment by the Board as a Trustee is to be approved by the Charity by ordinary resolution, or (iii) in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for election or re-election as a Trustee.

9.6 The Board may appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed twelve. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining which of the Trustees are to retire by rotation at the meeting. Unless the appointment is approved at such annual general meeting, he shall vacate office at the conclusion thereof.

9.7 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be re-elected or reappointed.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

10.

10.1 A Trustee shall cease to hold office if he:

10.1.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

10.1.2 becomes incapable of acting as a trustee by reason of any mental or physical illness or injury;

10.1.3 resigns his office 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);

10.1.4 is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolves that his office be vacated;

10.1.5 ceases to be a member;

10.1.6 is required to resign as a Trustee following a majority vote by the Board that he has materially breached the Trustee Code of Conduct (and the Trustee in question may not participate in such a vote); or

10.1.7 is appointed a Protector.

### **TRUSTEES' EXPENSES**

11. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### **TRUSTEES' BENEFITS**

12. Except to the extent permitted by Clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive any remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

### **PROCEEDINGS OF TRUSTEES**

13.

13.1 Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the chairman shall have a second or casting vote.

13.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or three Trustees, whichever is the greater.

13.3 The Trustees may act notwithstanding any vacancies in their number, but if the number of Trustees is less than the number fixed for a quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

13.4 The Trustees may appoint one of their number to be the chairman and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Trustees at which he is present. But if there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.

13.5 The Trustees may appoint one or more committees consisting of three or more Trustees for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee, and may authorise such committees to co-opt not more than two other persons to join them in a non-voting capacity: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.



- 13.6 The Trustees may invite any person to attend a meeting of the Trustees in a non-voting capacity and shall permit the Protectors or any of them to attend all meetings in performance of their functions.
- 13.7 All acts done by a meeting of the Trustees or of a committee of Trustees shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 13.8 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees
- 13.9 Any bank or building society account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. Cheques and orders for the payment of money from such account shall be signed by such persons as are authorised by the Trustees and in accordance with rules made by them under Article 23 for that purpose.

## **PROTECTORS**

14.

- 14.1 There shall be at least three and no more than five Protectors.
- 14.2 The Trustees shall nominate as Protectors as often as required individuals who have demonstrated to the Trustees' satisfaction a personal commitment to the Objects. No appointment of a Protector shall be effective until it has been approved by the members at a general meeting. A Protector shall hold office for a term of three years if appointed at an annual general meeting and for a term expiring at the conclusion of the next annual general meeting if appointed at an extraordinary general meeting. A Protector may be reappointed at the expiry of his term of office.
- 14.3 At least 28 clear days before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is nominated by the Trustees for appointment or reappointment as a Protector at the meeting.
- 14.4 The function of the Protectors shall be to ensure that the Trustees act in accordance with the Objects, and do not act in a manner likely to prejudice the welfare of the Cemetery.
- 14.5 If the Protectors believe that any planned or actual action or series of actions or lack of action by the Trustees is not in accordance with the Objects or is likely to prejudice the welfare of the Cemetery, the Protectors shall give written notice to the Trustees. If the Protectors do not receive a response from the Trustees within a reasonable time and to their reasonable satisfaction, the Protectors, acting unanimously, may instruct the Trustees to call and hold an extraordinary general meeting at which specific issues will be placed before the members for decision.

- 14.6 The Protectors shall in any event submit to the members an annual report as to whether the Protectors believe that the Trustees have acted in accordance with the Objects, and not in a manner likely to prejudice the welfare of the Cemetery.
- 14.7 In order to execute their function, the Protectors shall be entitled to meet as often as they think necessary, move freely around the Cemetery, converse with members, staff, Trustees and third parties, receive copies of Minutes and other important relevant documents and attend Board and Committee meetings in a non-voting capacity.
- 14.8 The Protectors may regulate and record their meetings and proceedings as they think fit.
- 14.9 The provisions of Clause 5 of the memorandum and of Articles 9.4.1, 9.4.3, 10.1.2, 10.1.5, 11 and 12 shall apply to Protectors as they apply to Trustees.
- 14.10 A Protector shall cease to hold office if he is appointed a Trustee or where, were he a Trustee, he would be disqualified from acting as a company director or as a charity trustee or trustee for a charity by virtue of any statutory provision.
- 14.11 A Protector may resign his office on written notice to the Trustees (but only if at least one Protector will remain in office when the resignation takes effect).

## **SECRETARY**

15. Subject to the provisions of the Act, the secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

## **MINUTES**

- 16.
- 16.1 The Trustees shall keep minutes in books kept for the purpose:
- 16.1.1 of all appointments of officers made by the Trustees;
- 16.1.2 of all appointments of Protectors;
- 16.1.3 of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees and Protectors present at each such meeting.
- 16.2 A copy of the minutes of every meeting of the Trustees and of committees of the Trustees shall be supplied to each of the Trustees and Protectors.

## **THE SEAL**

17. The seal (if any) shall 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 or by a second Trustee.

## **ACCOUNTS**

18. Accounts shall be prepared and distributed in accordance with the Act.

## **ANNUAL REPORT**

19. The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **ANNUAL RETURN**

20. The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **NOTICES**

21.
  - 21.1 Any notice or information to be given to or by any person pursuant to the articles (other than a notice calling for a meeting of the directors) shall be in writing or by using electronic communications or by making it available on a website. A document or information may only be given in electronic form including by means of a website where the recipient has agreed (generally or specifically) or is deemed to have agreed in accordance with the provisions of the Act that the document or information may be sent in that form and has not revoked that agreement.
  - 21.2 Subject to Article 21.1 above, the Charity may give any notice to a member either personally or by sending it by facsimile transmission or by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address notified to the Charity by the member. If the sender becomes aware of a failure in delivery and any subsequent attempt to send the document by electronic means also fails, the sender shall send a written copy of such documents to the recipient or, where applicable, give notice to the recipient that the information or document is available on a website in accordance with the Act.
  - 21.3 A member present in person or by proxy or (in the case of a member organisation) through its authorised representative at any meeting of the Charity shall be deemed to have been given notice of the meeting and, where necessary, of the purposes for which it was called.
  - 21.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. Proof that a notice contained in an electronic communication was properly addressed shall be conclusive evidence that the notice was given 24 hours after it was sent. When material is sent or supplied by means of a website, delivery shall be deemed to be effected when the material is first available on the website or when the recipient received or is deemed to have received notification that the material is available on the website if later.

## **INDEMNITY**

22. Subject to the provisions of the Act every Trustee, Protector or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in

connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **RULES**

23.

23.1 The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

23.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

23.1.2 the conduct of members of the Charity in relation to one another, to the public and to the Charity's employees;

23.1.3 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;

23.1.4 the fees and charges payable by members of the public in respect of items, services or facilities provided by the Charity.

23.2 The Trustees shall adopt such means as they think sufficient to bring to the notice of members all such rules or bye laws, which shall be binding on all members, and to notify members of the public of such rules or bye laws as apply to them; provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles.

## **DISSOLUTION**

24. In the event of a dissolution or winding up of the Charity the provisions of Clause 8 of the memorandum shall apply.

## **CONFLICTS OF INTEREST**

25.

25.1 To the extent required by law every Trustee and Protector shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

25.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Act) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- 25.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
- 25.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 25.2.4 and 25.2.5; and
- 25.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 25.2.4 and 25.2.5.
- 25.2.4 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 25.2 and the manner of dealing with the conflict, provided that:
  - (a) they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these articles; and
  - (b) the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 25.2.5 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Articles 25.2.4(a) and 25.2.4(b) above.
- 25.3 The duty to deal with conflicts referred to in Article 25.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 25.4 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.
- 25.5 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.