

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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**Memorandum of Association**  
**of**  
**Harm Reduction International**

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*BWB Amendments 29.05.15*

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**208835/0007/001303045**

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**Company Limited by Guarantee and not having a Share Capital**

**Memorandum of Association of Harm Reduction International**

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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Dated 28 June 1996

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Company number: 03223265

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## The Companies Acts 1985 to 2006

### Company Limited by Guarantee and not having a Share Capital

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## **The Companies Acts 1985 to 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Harm Reduction International**

### **INTERPRETATION**

#### **1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

### **OBJECTS AND POWERS**

#### **2. Objects**

2.1 The objects of the Association are to protect and preserve public health and safety by:-

2.1.1 undertaking research into the causes of drug use and associated problems (particularly relating to illicit drugs, alcohol and tobacco);

2.1.2 developing policies and strategies to reduce levels of harm associated with drug use;

2.1.3 advancing the education of the public and organisations in policies and strategies to reduce levels of harm associated with drug use; and

2.1.4 disseminating and sharing information with national and international agencies involved in reducing health and social problems associated with drug use.

#### **3. Powers**

To further its objects the Charity may:

3.1 provide and assist in the provision of money, materials or other help;

3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.5 provide or procure the provision of counselling and guidance;

3.6 provide or procure the provision of advice;

- 3.7 enter into contracts to provide services to or on behalf of other bodies;
- 3.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.11 set aside funds for special purposes or as reserves against future expenditure;
- 3.12 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.13 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.16 accept (or disclaim) gifts of money and any other property;
- 3.17 raise funds by way of subscription, donation or otherwise;
- 3.18 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.19 incorporate and acquire subsidiary companies to carry on any trade;
- 3.20 subject to Article 4 (limitation on private benefits):
  - 3.20.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.20.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.22 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent

endowment property held for any of the charitable purposes included in the Charity's objects);

- 3.23 undertake and execute charitable trusts;
- 3.24 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.26 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.28 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Charity;
- 3.29 provide indemnity insurance for the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Director, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Charity); and
- 3.30 do all such other lawful things as may further the Charity's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

- 4.1 The income and property of the Charity, whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Charity, and no Director shall be appointed to any office by the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity.
- 4.2 Provided that nothing here shall prevent the payment, in good faith by the Charity:-
  - 4.2.1 of reasonable and proper remuneration to any member, officer or servant of the Charity for any services rendered to the Charity;
  - 4.2.2 of interest on money lent by any member or Director of the Charity at a rate not exceeding two per cent less than the base lending rate for the time being prescribed by the National Westminster Bank plc or three per cent, whichever is greater;
  - 4.2.3 of reasonable and proper rent for premises demised or let by any member or Director of the Charity;



- 4.2.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than 1/100<sup>th</sup> part of the capital of that company;
- 4.2.5 of out-of-pocket expenses to any Director; or
- 4.2.6 of any payment to a Director made in accordance with the indemnity in Article 6.

## **LIMITATION OF LIABILITY AND INDEMNITY**

### **5. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- 5.1 payment of the Charity's debts and liabilities contracted before he or she ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

### **6. Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Association shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## ***DIRECTOR***

## ***DIRECTORS' POWERS AND RESPONSIBILITIES***

### **7. Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

### **8. Chair**

The Directors may appoint from among their number to be a Chair and Vice Chaire of the Directors for such term of office as they determine and may at any time remove a person so appointed from office.

## **9. Directors may delegate**

- 9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.
- 9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.
- 9.3 Any delegation by the Directors may be:
- 9.3.1 by such means;
  - 9.3.2 to such an extent;
  - 9.3.3 in relation to such matters or territories; and
  - 9.3.4 on such terms and conditions;
- as they think fit.
- 9.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 9.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

## **10. Committees**

- 10.1 In the case of delegation to committees:
- 10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 10.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;
  - 10.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
  - 10.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

## **11. Delegation of day to day management powers**

In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

11.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

11.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.3 any manager must report regularly to the Directors on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

## **12. Delegation of investment management**

The Directors may delegate the management of investments to a Financial Expert or Experts provided that:

12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Directors;

12.2 timely reports of all transactions are provided to the Directors;

12.3 the performance of the investments is reviewed regularly with the Directors;

12.4 the Directors are entitled to cancel the delegation arrangement at any time;

12.5 the investment policy and the delegation arrangements are reviewed regularly;

12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

12.7 the Financial Expert or Experts must not do anything outside the powers of the Directors.

## **13. Power to change name of Charity**

The Directors may change the name of the Charity at any time by a majority decision of the Directors at a meeting.

## ***DECISION-MAKING BY DIRECTORS***

### **14. Directors to take decisions collectively**

Any decision of the Directors must be either:

- 14.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Articles 19 and 26.1); or
- 14.2 a unanimous decision taken in accordance with Article 20.

### **15. Calling a Directors' meeting**

- 15.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 15.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
  - 15.2.1 all the Directors agree; or
  - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Notice of Directors' meetings must be given to each Director.
- 15.4 Every notice calling a Directors' meeting must specify:
  - 15.4.1 the place, day and time of the meeting;
  - 15.4.2 the general nature of the business to be considered at such meeting; and
  - 15.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 15.5 Notice of Directors' meetings need not be in Writing.
- 15.6 Article 33 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

### **16. Participation in Directors' meetings**

- 16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
  - 16.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

16.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### **17. Quorum for Directors' meetings**

17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than (if there is an even number of Directors) half of the total number of Directors for the time being plus one, or (if there is an odd number of Directors) half of the total number of Directors for the time being rounded up to the next whole number.

17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

#### **18. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

#### **19. Casting vote**

19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **20. Unanimous decisions without a meeting**

20.1 A decision is taken in accordance with this Article when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. If one or more of the Directors has a conflict of interest or duty which, under Article 21, results in them not being entitled to vote, then they shall withdraw from the decision making process and a decision may be taken in accordance with this Article when all of the Directors who are not conflicted from taking part in the decision indicate to each other by any means that they share a common view on a matter.

20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

## **21. Conflicts of interest**

### *Declaration of interests*

- 21.1 Unless Article 21.2 applies, a Director must declare the nature and extent of:
- 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
  - 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 21.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

### *Participation in decision-making*

- 21.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 21.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 21.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
    - (a) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;
    - (b) payment under the indemnity set out at Article 6; and
    - (c) reimbursement of expenses in accordance with Article 4.2.5; or
  - 21.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 21.5.

- 21.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:
- 21.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
  - 21.5.2 not be counted in the quorum for that part of the process; and

21.5.3 withdraw during the vote and have no vote on the matter.

***Continuing duties to the Charity***

21.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

21.6.1 the Director shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

21.6.2 the Director shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

**22. Register of Directors' interests**

The Directors must cause a register of Directors' interests to be kept.

**23. Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director

**24. Director's discretion to make further rules**

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

***APPOINTMENT AND RETIREMENT OF DIRECTORS***

**25. Number of Directors**

The minimum number of Directors shall be six and the maximum number of Directors shall be twelve.

**26. Appointment of Directors and retirement of Directors by rotation**

***Appointment of Directors***

26.1 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Director by a decision of the Directors, passed by a majority of two-thirds of the total number of Directors for the time being. The Directors may from time to time adopt policies or rules setting out the process for appointments to be made, including provision for an open application process for candidates for appointment as a Director.

- 26.2 In making arrangements for the appointment of new Directors, the Directors shall have regard to the range of skills and experience required by the board as a whole, and to factors such as diversity, gender balance and the desirability of ensuring that Directors are drawn from different regions of the world.

***Automatic retirement***

- 26.3 Each Director shall retire from office at the third anniversary of his or her appointment to office, provided that Directors who hold office at the date these Articles are adopted shall continue in office until the date that they would have been required to retire from office in accordance with the Charity's previous articles of association. At the expiry of such term of office, these Directors' eligibility for reappointment shall be determined in accordance with these Articles.
- 26.4 If Article 26.3 causes the number of Directors to fall below that set out in Article 25 then the retiring Director shall remain in office until a new appointment is made.

***Maximum term***

- 26.5 Retiring Directors may be reappointed but, subject to Article 26.6, Directors may serve a maximum of two terms of office.
- 26.6 A Director may serve for longer than the maximum term of office stated in Article 26.5 if the Directors resolve that special circumstances apply such that he or she should be permitted to be reappointed for a further term of office.

***Minimum age***

- 26.7 No person may be appointed as a Director unless he or she has reached the age of 18 years.

***General***

- 26.8 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

**27. Disqualification and removal of Directors**

A Director shall cease to hold office if:

- 27.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a Charity;
- 27.3 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;



- 27.4 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least six Directors will remain in office when such resignation has taken effect);
- 27.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
- 27.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors; or
- 27.7 he or she ceases to be a member of the Charity.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### **28. Directors as members**

- 28.1 The Directors from time to time shall be the only members of the Charity.
- 28.2 A Director shall become a member on becoming a Director [and any Director holding office on the date these Articles are adopted who is not already a member shall be admitted as a member on such date].
- 28.3 The names of the members of the Charity must be entered in the register of members.

#### **29. Termination of membership**

- 29.1 A member shall cease to be a member if he or she ceases to be a Director.
- 29.2 Membership is not transferable and shall cease on death.

#### **30. Associate members**

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

### ***DECISION-MAKING BY MEMBERS***

#### **31. Members' Meetings**

- 31.1 The Directors may call a general meeting of the members at any time.

- 31.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

### ***WRITTEN RESOLUTIONS***

#### **32. Written resolutions**

##### ***General***

- 32.1 Subject to this Article 32 a written resolution agreed by:
- 32.1.1 members representing a simple majority; or
  - 32.1.2 (in the case of a special resolution) members representing not less than 75% of the total voting rights of eligible members shall be effective.
- 32.2 On a written resolution each member shall have one vote.
- 32.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 32.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

##### ***Circulation***

- 32.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 32.6 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 32.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 32.8 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Companies Acts.

##### ***Signifying agreement***

- 32.9 A member signifies his or her agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 32.9.1 identifying the resolution to which it relates; and
  - 32.9.2 indicating the member's agreement to the resolution.
- 32.10 For the purposes of Article 32.9:

32.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

32.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Charity; or
- (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

32.11 If the Charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

#### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **33. Communications by the Charity**

#### ***Methods of communication***

33.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts 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 the Charity, including without limitation:

33.1.1 in Hard Copy Form;

33.1.2 in Electronic Form; or

33.1.3 by making it available on a website.

33.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

33.3 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 which that Director has asked to be sent or supplied with such notices or Documents for the time being.

### ***Deemed delivery***

- 33.4 A member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 33.5 Where any Document or information is sent or supplied by the Charity to the members:
- 33.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 33.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 33.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 33.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

### ***Failed delivery***

- 33.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 33.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so;
- 33.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 33.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

### ***Exceptions***

- 33.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.

- 33.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

#### **34. Communications to the Charity**

The provisions of the Companies Acts shall apply to communications to the Charity.

#### **35. Secretary**

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 35.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 35.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

#### **36. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

#### **37. Minutes**

The Directors must cause minutes to be made:

- 37.1 of all appointments of officers made by the Directors;
- 37.2 of all resolutions of the Charity and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 37.3 of all proceedings at meetings of the Charity and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Charity, be sufficient evidence of the proceedings.

#### **38. Records and accounts**

The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records,

the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 38.1 annual reports;
- 38.2 annual returns; and
- 38.3 annual statements of account.

**39. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**WINDING UP**

**40. Winding up**

- 40.1 If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects the same as or similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect can not be given to this last provision, then to some other objects as near as may be to that of the Association.

**SCHEDULE**  
**INTERPRETATION**

**Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
1.1 “Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2 “Articles”	the Charity’s articles of association;
1.3 “Associate member”	a person who is not a Member of the Charity (for the purpose of company law and these Articles), but is admitted as an associate member in accordance with Article 30;
1.4 “Association”	Harm Reduction International (used as an alternative to the “Charity”);
1.5 “Chair”	has the meaning given in Article 8;
1.6 “Charity”	Harm Reduction International;
1.7 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.8 “Clear Days”	in relation to the period of a notice, that 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;
1.9 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.10 “Connected ”	in relation to a Director means any person falling within any of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Director; or  (b) the spouse or civil partner of any person in (a); or

- (c) any other person in a relationship with the Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) any company, partnership or firm of which the Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.11 **“Director”** a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
- 1.12 **“Document”** includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.13 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.14 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.15 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.16 **“Member”** means a member of the company as the term is used in the Companies Act 2006;
- 1.17 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.18 **“Secretary”** the secretary of the Charity (if any);
- 1.19 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the



Companies Act 2006 as in force on the date when the Articles became binding on the Charity.