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THE COMPANIES ACT 2006

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



ARTICLES OF ASSOCIATION

OF

JOINT COUNCIL FOR COSMETIC PRACTITIONERS



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Company No: 08316534

Charity No: [number]

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COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION
OF
JOINT COUNCIL FOR COSMETIC PRACTITIONERS

1 INTERPRETATION

1.1 In the articles:

address means a postal address or for the purposes of electronic communication, an e-mail address in each case registered with the Charity;

the articles means these articles of association;

Benefit means a benefit, direct or indirect, which is either money or has a monetary value;

the Charity means the company intended to be regulated by the articles;

Chair means the person appointed to chair meetings of the Trustees in accordance with article 24;

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

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

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;

Conflict of Interest means in relation to a Trustee of Connected Person, an interest that conflicts, or may conflict with the interests of the Charity and includes a conflict of interest and duty and loyalties and a conflict of duties or loyalties;

a **connected person** for the purposes of these articles means:

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

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, with the exception that communications in relation to the Charity shall not be sent by fax;

JCCP Stakeholder Council means a group of key stakeholders with an interest in the Charity's activities to be determined by the Trustees;

Management Board means the board of Trustees of the Charity;

Member refers to the Members of the Charity for the time being for the purposes of and as defined by the Charities Act 2006;

the memorandum means the Charity's memorandum of association;

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

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;

the Trustees means the Trustees of the Charity. The Trustees are Charity trustees as defined by section 177 of the Charities Act 2011;

the United Kingdom means Great Britain and Northern Ireland; and

Vice-Chair means the person appointed to chair meetings in the absence of the Chair in accordance with article 25.3

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

1.3 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.

1.4 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.

2 COMPANY NAME

2.1 The company's name is Joint Council for Cosmetic Practitioners (and in this document is called the **Charity**).

3 REGISTERED OFFICE

3.1 The registered office of the Charity is in England and Wales.

4 OBJECTS

4.1 The Charity's objects are to promote the health and safety of and protect the public by promotion of high standards of practice among and through the voluntary regulation of non-surgical cosmetic practitioners, including by (but not limited to):

4.1.1 maintaining a voluntary register of persons who are fit to practice as non-surgical cosmetic practitioners having met prescribed criteria and continuing professional development requirements (**Registrants**);

4.1.2 defining, creating and maintaining an effective structure for professional education and training amongst non-surgical cosmetic practitioners including maintaining a register of approved education and training providers;

4.1.3 working with professional regulated statutory bodies who are engaged with non-surgical cosmetic practice to agree appropriate processes for joint working regarding fitness to practice and Registrant conduct;

4.1.4 working and co-operating with other bodies to develop, endorse and adopt practice standards to inform criteria for both the registration of non-cosmetic practitioners as standards of proficiency and to influence the conditions for the register of approved education providers;

4.1.5 defining, creating and maintaining an effective structure for professional education and training amongst non-surgical cosmetic practitioners including maintaining a register of approved education and training providers;

4.1.6 advancing the study and practice of non-surgical cosmetic medicine and science;

4.1.7 advancing the education of the public and promoting research for the public benefit in the field of non-surgical cosmetic treatments;

4.1.8 providing knowledge and advice to stakeholder bodies and organisations responsible for developing and maintaining clinical and practice-based standards for non-surgical treatments to ensure public safety; and

4.1.9 publishing, operating and enforcing a Code of Practice for Registrants.

4.2 In these Articles, charitable means charitable in accordance with the law of England and Wales provided that it will not include any purpose that is not charitable in accordance with

section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

5 POWERS

- 5.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular (but without limitation) the Charity has power:
- 5.1.1 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 5.1.3 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 sections 117 and 122 of the Charities Act 2011;
 - 5.1.4 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 sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - 5.1.5 to give security for loans, grants and other obligations over the assets of the Charity in accordance with the restrictions imposed by the Charities Act 2011
 - 5.1.6 to co-operate with and enter into joint ventures, collaborations or partnerships with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 5.1.7 to establish or support any charities or charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 5.1.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity having similar objects to the Charity;
 - 5.1.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.1.10 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 10 and provided it complies with the conditions in that article;
 - 5.1.11 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;
 - 5.1.12 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

- 5.1.13 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 5.1.14 to hold seminars, conferences, lectures and courses;
- 5.1.15 to promote or carry out research and to disseminate such research;
- 5.1.16 to provide advice;
- 5.1.17 to publish or distribute information in any form;
- 5.1.18 maintain a voluntary register of cosmetic practitioners;
- 5.1.19 maintain a registered of approved cosmetic education providers;
- 5.1.20 to operate, publish and enforce a code of practice for cosmetic practitioners and complaints procedure accessible to the public;
- 5.1.21 to enter into any contract or agreement;
- 5.1.22 to pay out of the funds of the Charity the costs of registering the Charity both as a Charity;
- 5.1.23 to open and operate a bank account and banking facilities;
- 5.1.24 to adopt an alternative name for marketing and publicity purposes;
- 5.1.25 to incorporate wholly owned subsidiaries of the Charity;
- 5.1.26 to trade with the public through wholly owned subsidiaries of the Charity to raise funds for the benefit of the Charity; and
- 5.1.27 to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

6 LIABILITY OF MEMBERS

- 6.1 The liability of the Members is limited to a sum not exceeding £5, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
 - 6.1.1 payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a Member;
 - 6.1.2 payment of the costs, charges and expenses of winding up; and
 - 6.1.3 adjustment of the rights of the contributories among themselves.

7 APPLICATION OF INCOME AND PROPERTY TO MEMBERS

- 7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of that income may be paid or transferred by way of a Benefit to a Member apart from:
 - 7.1.1 a Member who is not also a Trustee may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 7.1.2 a Member may be paid interest at a reasonable rate on money lent to the Charity;

- 7.1.3 a Member (including a Member who is also a Trustee) may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
- 7.1.4 a Member (including a Member who is also a Trustee) may receive any Benefit in their capacity as a beneficiary of the Charity; and
- 7.1.5 another Charity of which a Member (including a Member who is also a Trustee) is a Charity trustee or Member may receive any Benefit which is in furtherance of the Objects and does not confer any benefit on the Member.

8 APPLICATION AND INCOME OF PROPERTY TO TRUSTEES

- 8.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of that income may be paid or transferred by way of a Benefit to a Trustee apart from to a Trustee apart from:
 - 8.1.1 reimbursement of reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
 - 8.1.2 trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 8.1.3 an indemnity from the Charity in the circumstances specified in article 40; and
 - 8.1.4 any other payments or benefits permitted by law with the prior consent of the Commission.
- 8.2 A Trustee may receive not receive any other benefit or payment unless it is authorised by article 9.

9 BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

- 9.1 **General provisions**
 - 9.1.1 No Trustee or connected person may:
 - (a) buy any goods or services from the Charity on terms preferential to those applicable to Members of the public;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from, the Charity; or
 - (d) receive any other financial benefit from the Charity;unless the payment is permitted by sub-clause 9.2 of this article or authorised by the court or the Charity Commission.
 - 9.2 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of that income may be paid or transferred by way of a Benefit to a Trustee apart from:
 - 9.2.1 a Trustee or connected person may receive a Benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way;
 - 9.2.2 a Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

- 9.2.3 a Trustee or connected person may receive a reasonable rent for premises let by the Trustee or connected person to the Charity;
- 9.2.4 a Trustee or connected person may receive a payment in respect of the provision of goods or services in accordance with article 9.4; and
- 9.2.5 a Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as Members of the public.

provided that the Trustees comply with the provisions of articles 10, 11 and 12 in relation to any Benefit provided by the Charities to Trustees in accordance with this article 9.

- 9.3 Nothing in this article 9 shall prevent the Charity, in furtherance of its Objects from conferring a Benefit on another Charity of which a Trustee is a charity trustee or Member, provided it does not confer a benefit on that Trustee.

9.4 **Payment for supply of goods and services – controls**

9.4.1 The Charity and its Trustees may only rely upon the authority provided by sub-clause 9.2.4 of this article if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods and services is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
- (d) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 9;
- (e) the Trustee has declared his or her interest in accordance with article 10 and the Trustees have complied with the authorisation procedure set out in article 12

provided that the Trustees comply with the provisions of articles 9, 10 and 11 in relation to any Benefit provided by the Charities to Trustees in accordance with this article 8.

9.4.2 In sub-clauses 9.2 and 9.4.1 of this article:

- (a) **Charity** includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company.
- (b) **connected person** includes any person within the definition in article 44 (*Interpretation*).

10 DECLARATION OF TRUSTEES' INTERESTS

- 10.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 10.2 In the case of any interests which a Trustee has, they must declare the nature and extent of such interest before the Charity enters into any transaction or arrangement relating to that interest, or where it relates to an existing transaction, arrangement or situation, as soon as reasonably practicable.
- 10.3 Any declaration must be made in accordance with the provisions of the Charities Act 2011:
 - 10.3.1 at a meeting of the Board;
 - 10.3.2 by notice in writing to the Trustees; or
 - 10.3.3 by general notice to the Trustees.
- 10.4 The Charity may maintain a register of the conflicts of interest declared by the Trustees under this Article. The Trustees may prepare a policy in relation to the management of Conflicts of Interest.

11 CONFLICTS OF INTEREST

- 11.1 Subject to articles 11.2 and 12 Trustees have a duty under the Charities Act 2011 to avoid a situation or matter (including transactions or arrangements with the Charity) in which they have or could have a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity.
- 11.2 Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in article 11.1 does not apply to a Conflict of Interest arising in relation to any situation or matter or any transaction or arrangement between the Charity and any Trustee which is mentioned in article 8.1 of these Articles.

12 AUTHORISATION OF CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

- 12.1 If a Conflict of Interest arises for a Trustee and the conflict is not authorised by virtue of any other provision in the articles, the un-conflicted Trustees may authorise such a Conflict of Interest where the following conditions apply:
 - 12.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 12.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 12.1.3 the un-conflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying; and
 - 12.1.4 the Conflict of Interest will not confer a Benefit on the Trustee to an extent greater than that permitted by article 9 of the Articles.

13 MEMBERS

- 13.1 The Members of the Charity shall be the Trustees from time to time.
- 13.2 Membership is not transferable.
- 13.3 The Trustees must keep a register of names and addresses of the Members.

14 TERMINATION OF MEMBERSHIP

- 14.1 Membership is terminated if:
 - 14.1.1 the Member dies or, if it is an organisation, ceases to exist;
 - 14.1.2 the Member resigns by written notice to the Charity; or
 - 14.1.3 the Members ceases to be a Trustee.

15 GENERAL MEETINGS

- 15.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 15.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 15.3 The Trustees may call a general meeting at any time.

16 NOTICE OF GENERAL MEETINGS

- 16.1 The minimum periods of notice required to hold a general meeting of the Charity is twenty-one clear days.
- 16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 16.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- 16.4 The notice must be given to all the Members and to the Trustees and auditors.
- 16.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

17 PROCEEDINGS AT GENERAL MEETINGS

- 17.1 No business shall be transacted at any general meeting unless a quorum is present.
- 17.2 A quorum is 3 Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 17.3 The authorised representative of a Member organisation shall be counted in the quorum.
- 17.4 If:

- 17.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 17.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

- 17.5 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 17.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 17.7 General meetings shall be chaired by the Chair.
- 17.8 If there is no person appointed as Chair or if he or she is not present within fifteen minutes of the time appointed for the meeting, the general meeting shall be chaired by the Vice-Chair. If there is no person appointed as Vice-Chair or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting. If no Trustee 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 must choose one of their number to chair the meeting.
- 17.9 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 17.10 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.
- 17.11 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.
- 17.12 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.

18 VOTES OF MEMBERS

- 18.1 Every Member, whether an individual or an organisation, shall have one vote.
- 18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18.3 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - 18.3.1 by the person chairing the meeting; or
 - 18.3.2 by 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 at the meeting.
- 18.4 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 18.5 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

- 18.6 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.
- 18.7 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.
- 18.8 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 18.9 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 18.10 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.11 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 18.12 The poll must be taken within thirty days after it has been demanded.
- 18.13 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.14 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

19 CONTENT OF PROXY NOTICES

- 19.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
 - 19.1.1 states the name and address of the Member appointing the proxy;
 - 19.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 19.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 19.1.4 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.
- 19.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 19.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 19.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 19.4.1 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
 - 19.4.2 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.

20 DELIVERY OF PROXY NOTICES

- 20.1 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.
- 20.2 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.
- 20.3 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.
- 20.4 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.

21 WRITTEN RESOLUTIONS

- 21.1 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:
 - 21.1.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 21.1.2 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
 - 21.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 21.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 21.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

22 AUTHORISED REPRESENTATIVES

- 22.1 Any person other than an individual which is a Member of the Charity may by resolution of its directors, trustees or other governing body authorise such person as it thinks fit to act as its authorised representative at any meetings of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as if that person would exercise if it were an individual Member of the Charity.

23 TRUSTEES

- 23.1 The Trustees are Charity trustees of the Charity and have control of the Charity and its property and funds.
- 23.2 A Trustee must be a natural person aged 16 years or older.
- 23.3 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 27.
- 23.4 There shall be a minimum of 3 Trustees and a maximum of 15 Trustees. On appointment as Trustees, a person shall automatically become a Member of the Charity.

- 23.5 The Management Board shall comprise of:
- 23.5.1 the Chair appointed in accordance with article 25;
 - 23.5.2 the Chief Executive Officer from time to time;
 - 23.5.3 the Chair of the Register and Fitness to Practice Sub Committee from time to time;
 - 23.5.4 the Chair of the Education, Training and Accreditation Sub Committee from time to time;
 - 23.5.5 the Chair of the Policy and Finance Sub Committee from time to time;
 - 23.5.6 up to 1 Trustee nominated by the Cosmetic Practice Standards Authority appointed in accordance with article 23.6 (**CPSA Trustee**);
 - 23.5.7 up to 1 Trustee nominated by the JCCP Stakeholder Council appointed in accordance with article 23.7 (**Stakeholder Trustee**);
 - 23.5.8 up to 6 independent Trustees appointed in accordance with article 23.8 (**Independent Trustees**);
 - 23.5.9 up to 2 Trustees appointed by a resolution of the Trustees.
- 23.6 The CPSA Trustee shall be appointed and removed by the Cosmetic Practice Standards Authority providing a written notice in writing to the Charity. The appointment/removal shall take effect from the date of notice unless specified otherwise in the notice.
- 23.7 The Stakeholder Trustee shall be appointed and removed by the JCCP Stakeholder Council providing a written notice in writing to the Charity. The appointment/removal shall take effect from the date of notice unless specified otherwise in the notice
- 23.8 The Independent Trustees shall be appointed by a resolution of the Management Board following a transparent public nomination process which will be determined by the Trustees at their discretion from time to time.
- 23.9 Every Trustee shall sign a written consent to become a Trustee.
- 23.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware of at the time does not invalidate decisions taken by a meeting of the Management Board.

24 NON-VOTING MEMBERS OF THE MANAGEMENT BOARD

- 24.1 The Management Board may co-opt Non-Voting Members onto the Management Board, these individuals shall be individuals who, in the opinion of the Management Board have relevant experience in dealing with issues affecting the Charity. The Non-Voting Members may attend meetings of the Management Board if invited by the Chair, however they will not be able to vote on any Management Board matters. The Non-Voting Members shall not, have the duties and responsibilities of Trustees.

25 CHAIR

- 25.1 The Chair shall be appointed and removed by the Trustees. The Trustees from time to time may determine at their discretion any criteria for appointment as the Chair.
- 25.2 The Chair shall chair meetings of the Trustees. The Chair shall be appointed for a maximum term of four years. The Chair shall be appointed for a maximum term of four years. At the next annual general meeting after the fourth anniversary of the Chair's appointment, the Chair shall automatically retire. At the same meeting, the Chair shall be subsequently eligible for appointment as the Chair by the Trustees for a further term of a

maximum of four years. On completion of the second term of office the Chair shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of the Chair's re-appointment, the Chair shall automatically retire.

- 25.3 The Trustees shall appoint one of their number (not being the Chair) as Vice-Chair to chair meetings of Trustees in the Chair's absence. The Trustees may revoke the appointment of Vice-Chair at any time.
- 25.4 The Vice-Chair shall each be appointed for a maximum term of four years. At the next annual general meeting after the fourth anniversary of each of the Vice-Chair's appointment, the Vice-Chair shall automatically retire. At the same meeting, the Vice-Chair shall be subsequently eligible for re-appointment as Vice-Chair by the Trustees for a further and term of a maximum of four years. On completion of the second term of office the Vice-Chair shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of the Vice-Chair's re-appointment the Vice-Chair shall automatically retire.
- 25.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

26 RETIREMENT OF TRUSTEES

- 26.1 All Trustees shall be appointed for a maximum term of four years. At each annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, shall automatically retire from office.
- 26.2 On retirement in accordance with article 26.1 each Trustee shall be subsequently eligible for re-appointment at the meeting by the Trustees for a second term of a maximum of four years. On completion of the second term of office each Trustee shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of each Trustee's re-appointment the Trustee shall automatically retire.
- 26.3 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 26.4 If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 26.5 No Trustee, Chair or Vice-Chair shall be capable of serving in their office for more than twelve years in total.

27 DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 27.1 A Trustee shall cease to hold office if he or she:
- 27.1.1 ceases to be a Member of the Charity;
- 27.1.2 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- 27.1.3 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 27.1.4 is removed as a Trustee by the Members pursuant to the Companies Act 2006 or by unanimous resolution of the other Trustees;

- 27.1.5 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 27.1.6 resigns as a Trustee by notice to the Charity (but only if at least six Trustees will remain in office);
- 27.1.7 retires under article 26;
- 27.1.8 is absent without the permission of the Trustees from two consecutive meetings of the Management Board and the Trustees resolve that his or her office be vacated; or
- 27.1.9 becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement his or her creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;
- 27.1.10 is convicted of an offence and the Trustees resolve that it is undesirable in the interests of the Charity that he or she remains a Trustee of the Charity; and
- 27.1.11 in the case of a CPSA Trustee or a Stakeholder Trustee is removed or replaced by his or her appointing body or association in accordance with article 23; and
- 27.1.12 is removed by a unanimous resolution of the Trustees.

28 POWERS OF TRUSTEES

- 28.1 The Management Board 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.
- 28.2 The Management Board shall have the powers in particular (but not limited to):
 - 28.2.1 to appoint a treasurer, patron and other honorary officers;
 - 28.2.2 to make standing orders consistent with Charities Act 2011 and these Articles to govern proceedings at general meetings;
 - 28.2.3 to make rules consistent with these Articles and the Act to govern proceedings at meetings of the Management Board and of committees;
 - 28.2.4 to make regulations consistent with these Articles and the Charities Act 2011 to govern the administration of the Charity; and
 - 28.2.5 adopt a business strategy and plan for the Charity and review this on an annual basis;
 - 28.2.6 hear appeals lodged from determinations of the Register and Fitness to Practice Sub-Committee; and
 - 28.2.7 approve an annual risk statement on the Charity's activities;
 - 28.2.8 appoint auditors for the Charity; and
 - 28.2.9 approve the annual accounts of the Charity.
- 28.3 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 28.4 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

29 REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless it is authorised by article 9.

30 PROCEEDINGS OF THE MANAGEMENT BOARD

- 30.1 The Trustees must hold at least four meetings of the Management Board each year.
- 30.2 Any Trustee may call a meeting of the Trustees by giving notice to the Trustees or by authorising the secretary (if any) to call a meeting of the Trustees. Such notice must be given at least 14 days in advance of the meeting unless it is deemed an emergency meeting by the Chair (where the Trustees will be deemed to have waived their entitlement to notice) and include the proposed date, time and location of the meeting and, if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed they should communicate with each other during the meeting.
- 30.3 Questions arising at a meeting shall be decided by a majority of votes.
- 30.4 In the case of an equality of votes, the Chair shall have a second or casting vote.
- 30.5 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants. If all Trustees participating in a meeting are not in the same place, they may decide that meeting is treated as taking place wherever any of them is.
- 30.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. **Present** includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 30.7 The quorum shall be five Trustees.
- 30.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 30.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of calling a general meeting or to appoint further Trustees.
- 30.10 The Chair shall chair Trustees' meetings. In chairing the meetings, the Chair shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.
- 30.11 If the Chair is not present within ten minutes after the time appointed for the meeting, the Vice-Chair shall chair the Trustees' meeting.
- 30.12 If no-one has been appointed as Vice-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 Trustees present shall appoint one of their number to chair that meeting.

31 CLERK

- 31.1 The Trustees shall appoint a Clerk to the Management Board who shall be the CEO of the Charity from time to time. The Clerk will not be the appointed company secretary.

32 DECISIONS WITHOUT A MEETING

- 32.1 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- 32.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

33 DELEGATION

- 33.1 The Trustees may delegate any of their powers or functions to committees to include the following:
 - 33.1.1 Education, Training and Accreditation Committee;
 - 33.1.2 Register and Fitness to Practice Committee; and
 - 33.1.3 Finance, Policy and IT Committee.
- 33.2 Each committee must satisfy the following conditions:
 - 33.2.1 one or more Trustees must be a Member of the committee;
 - 33.2.2 all Members of the committee have been approved by the Trustees;
 - 33.2.3 the Chair of each committee shall be appointed by the Trustees (and they shall be ex-officio Trustees); and
 - 33.2.4 the terms of any delegation including any terms of reference must be recorded in the minute book.
- 33.3 The Trustees may impose conditions when delegating, including the conditions that:
 - 33.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 33.3.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
 - 33.3.3 they reserve the right to remove the Chair of the committee or any Member of the committee at any time following a vote of no confidence by the Management Board. Where the committee Member is a Trustee only their Membership of the committee shall be revoked, and they shall remain a Trustee unless removed in accordance with article 27.
- 33.4 The Trustees may revoke or alter a delegation at any time.
- 33.5 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

34 VALIDITY OF TRUSTEES' DECISIONS

- 34.1 Subject to article 34.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

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

if without:

- 34.1.4 the vote of that Trustee; and
- 34.1.5 that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

- 34.2 Article 34.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 34.1, the resolution would have been void, or if the Trustee has not complied with article 10.

35 SEAL

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

36 MINUTES

- 36.1 The Trustees must keep minutes of all:
 - 36.1.1 appointments of officers made by the Trustees;
 - 36.1.2 proceedings at meetings of the Charity;
 - 36.1.3 meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

37 ACCOUNTS

- 37.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 37.2 The Trustees must keep accounting records as required by the Companies Act 2006.

38 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 38.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - 38.1.1 transmission of a copy of the statements of account to the Commission;

- 38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
and
- 38.1.3 preparation of an Annual Return and its transmission to the Commission.
- 38.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

39 MEANS OF COMMUNICATION TO BE USED

- 39.1 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.
- 39.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 39.3 Any notice to be given to or by any person pursuant to the articles:
 - 39.3.1 must be in writing; or
 - 39.3.2 must be given in electronic form.
- 39.4 The Charity may give any notice to a Member either:
 - 39.4.1 personally; or
 - 39.4.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
or
 - 39.4.3 by leaving it at the address of the Member; or
 - 39.4.4 by giving it in electronic form to the Member's address, or
 - 39.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 39.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 39.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 39.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 39.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 39.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- 39.9.1 48 hours after the envelope containing it was posted; or
- 39.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

40 INDEMNITY

- 40.1 The Charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 40.2 In this article a **relevant Trustee** means any Trustee or former Trustee of the Charity.

41 RULES

- 41.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 41.2 The bye laws may regulate the following matters but are not restricted to them:
 - 41.2.1 the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 41.2.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 41.2.3 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;
 - 41.2.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles; and
 - 41.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 41.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 41.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.
- 41.5 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.

42 DISPUTES

- 42.1 If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

43 DISSOLUTION

- 43.1 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:
 - 43.1.1 directly for the Objects; or

- 43.1.2 by transfer to any Charity or charities for purposes similar to the Objects; or
- 43.1.3 to any Charity or charities for use for particular purposes that fall within the Objects.
- 43.2 Subject to any such resolution of the Members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - 43.2.1 directly for the Objects; or
 - 43.2.2 by transfer to any Charity or charities for purposes similar to the Objects; or
 - 43.2.3 to any Charity or charities for use for particular purposes that fall within the Objects.
- 43.3 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 43.1 is passed by the Members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

44 MODEL ARTICLES

- 44.1 The model articles of association for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Charity.