

Amendments to Articles of Association of Parkinson's UK (shown in track changes)

~~Current text of Article 7~~

7. The Board

Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. The Trustees shall both be the directors of the Charity for the purposes of the Companies Act and charity trustees for the purposes of the Charities Act and the Charities and Trustee Investment (Scotland) Act 2005.

7.1 Number

(a) There shall be:

(i) three **Elected Trustees**, one from each of Wales, Scotland and Northern Ireland;

(ii) four **Elected Trustees** from England; and

~~five Appointed Trustees; and~~

(iii) not more than ~~seven~~ four **Appointed**~~Go-opted~~ Trustees.

(b) If there are fewer than seven Trustees in office at any time, the Board shall appoint ~~or co-opt~~ additional Trustees so that there are at least seven Trustees in office.

7.2 Eligibility

(a) An individual is eligible to be a Trustee provided that:

(i) he/she is over 18 years;

(ii) he/she is not employed by the Charity, whether full time or part time;

(iii) he/she has not during the last Year (or such other period as agreed by the committee established under Article 7.4(a)) been so employed or during that period received payment for services rendered to the Charity; and

(iv) he/she must not, in circumstances such that, had he/she already been a Trustee, he/she would be disqualified from acting under the provisions of Article 7.78(a).

(b) An individual (including an existing Trustee) may only stand for election as an Elected Trustee if:

- (i) at the latest date for nomination under Article 7.2(b)(iii) he/she has been a Member continuously during the preceding six months;
- (ii) his/her address recorded in the register of Members is in ~~either~~ England, Wales, Scotland or Northern Ireland and he/she is standing as an Elected Trustee for that area; and
- (iii) a written nomination in a form approved by the Board signed by the candidate must have been delivered to the Charity by the date specified by the Board.

~~¶ No individual may stand for election as an Elected Trustee from more than one area simultaneously.~~

- (c) It shall be a condition of any appointment as an Appointed Trustee ~~or Co-opted~~ Trustee that the appointee ~~or co-optee~~ (if not already a Member) becomes a Member and remains as such throughout his/her term of office.

7.3 Elected Trustees

- (a) If the number of candidates validly nominated for election to the Board as Elected Trustees from that area in accordance with these Articles:
 - (i) exceeds the number of vacancies, the election of such Trustees shall be decided by a postal ballot among Members having addresses recorded in the Register of Members in that area using the **first past the post** method with one vote per Member for each vacancy available;
 - (ii) is equal to the number of vacancies, the candidate shall be deemed to be elected as an Elected Trustee; and
 - (iii) is less than the number of vacancies, the Trustees may appoint an individual who meets the criteria in Articles 7.2(a) and 7.2(b)(ii) to be a Trustee for a maximum term of one Year in which case such an individual will be treated as an Elected Trustee for that area for the purposes of these Articles.
- (b) Where an election is to take place under Article 7.3(a)(i):
 - (i) the voting papers for postal ballots for the election of Elected Trustees shall be distributed to Members with the notice of the annual members' meeting together with particulars of the candidates standing for election;
 - (ii) the postal ballots shall be conducted by ~~Civica Election~~ ~~Electoral Reform~~ Services or another organisation experienced in conducting such ballots chosen by the Board; and
 - (iii) the outcome of the postal ballot shall determine the election and become a resolution of the annual members' meeting.
- (c) Any person who is willing to stand for election but who is a person with Parkinson's and is concerned that he/she may not be able to serve a four-year

Term shall still be eligible to stand for election. The Trustee election procedures shall enable such a person to make a confidential disclosure to this effect to the Chair.

7.4 Appointed Trustees

- (a) There shall be a committee of the Board with the responsibility, not limited, to:
 - (i) identify the **criteria for selection**;
 - (ii) search for candidates to meet the criteria for selection, from within and outside the Charity, and then select, vet and interview them;
 - (iii) nominate to the Board the candidate whom they consider to be the best for each particular vacancy;
 - (iv) ensure appropriate rotation and retirement of the Board; and
 - (v) keep under regular review the efficacy and efficiency of the ~~committee~~**Panel**, particularly how well the criteria for selection are identified and to plan for future needs of the Board.
- (b) The Board may prescribe such Regulations for the proper functioning of the committee of the Board established in accordance with Article 7.4(a) and such other powers as it sees fit from time to time. **These Regulations may include provision for the committee to delegate its responsibilities to one or more of its members or to a sub-committee with full authority to carry out all or any of the committee's responsibilities or functions.**
- (c) When appointing Appointed Trustees, the Board shall consider the criteria for selection and the nomination, but shall not be bound to follow the same.

~~Co-opted Trustees~~

~~¶~~

- ~~(d) The Board may, in its absolute discretion, co-opt individuals to the Board who have a required specialist knowledge or experience not otherwise available to the Board.¶~~

~~¶~~

- ~~(e) An individual co-opted under Article 7.5(a) shall serve only for so long as the specialist knowledge or expertise is required and is not otherwise available to the Board, initially limited to a maximum term of one Year (the 'Initial Term').¶~~

~~¶~~

- ~~(f) At the end of the Initial Term, a Co-opted Trustee shall be eligible for co-option again for one further maximum term of one Year (the 'Second Term') on the recommendation of the committee of the Board established in accordance with Article 7.4(a) that the specialist knowledge or expertise is still required and not otherwise available to the Board.¶~~

~~¶~~

- ~~(g) At the end of the Second Term, such individual cannot be co-opted again for a Year but, subject to Article 7.7, is eligible to stand for election as an Elected Trustee or to be appointed as an Appointed Trustee.¶~~

~~¶~~

~~(h) A Co-opted Trustee may stand for election or appointment as an Elected Trustee or Appointed Trustee at any point during his/her term of office.~~

~~(i) An Elected Trustee who is re-appointed under Article 7.7(a)(i) shall be called a Co-opted Trustee but his/her appointment is subject to the provisions of Article 7.7 and not this Article 7.5.~~

7.5 Tenure

(a) The terms of office for Trustees shall be terms of four Years save that:

(i) a Trustee re-appointed ~~or co-opted~~ in accordance with Article 7.67(a)(i) shall serve for a maximum term of two Years;

(ii) an Elected Trustee appointed in accordance with Article 7.3(a)(iii) or Article 7.56(b) shall serve for a maximum term of one Year; ~~and~~

~~a Trustee co-opted under Article 7.5 shall serve for a maximum term of two Years in accordance with Article 7.5; and~~

(iii) the Board may determine that an Appointed Trustee shall have a term of less than four Years.

(b) Where any vacancy occurs for an Elected Trustee, the Board shall call an election at the next annual members' meeting but may appoint a person as an Elected Trustee until the next annual members' meeting and Article 7.3(a)(iii) shall apply to any such appointment.

(c) Where any vacancy occurs for an Appointed Trustee, the Board shall ~~be entitled to~~ appoint a new Appointed Trustee in accordance with Article 7.4.

(d) Those Trustees in office at the date of adoption of ~~this~~ ~~these~~ Articles 7 (including those elected at the 202317 Annual Members' Meeting) (the '~~202317~~ Trustees') shall remain in office for the remainder of the term for which they were originally ~~elected or (as the case may be)~~ appointed and the 202317 Trustees may be re-elected or re-appointed in accordance with these Articles (including Article 7.67). ~~For the avoidance of doubt, where a 2017 Trustee's term of office expires at or immediately following the 2017 Annual Members' Meeting, he/she is eligible for re-appointment in accordance with Article 7.7(a)(i) and he/she shall be deemed to serve a continuous term of office, notwithstanding that a period of time may elapse between the end of his/her prior term of office and the passing of a resolution in accordance with Article 7.7(a)(i).~~

7.6 Limitation of period on the Board

(a) A Trustee cannot serve continuously for more than eight Years except where:

(i) the Board resolves that a retiring Trustee (whether an Appointed Trustee or an Elected Trustee) should be eligible for re-appointment notwithstanding that he/she has been a Trustee continuously for eight Years. The Regulations may make further provision concerning the exercise of this power; or

- (ii) the retiring Trustee's period of office includes time served as an Elected Trustee in accordance with 7.3(a)(iii),

in which case he/she cannot serve continuously as a Trustee for more than 10 Years.

- (b) Where a retiring Trustee is re-appointed following a resolution under Article 7.67(a)(i), if the retiring Trustee to be re-appointed is:

- (i) an Appointed Trustee, he/she is re-appointed by the Board and continues to be an Appointed Trustee; and
- (ii) an Elected Trustee, he/she is appointed to the Board as an Appointed Co-opted Trustee in accordance with the provisions of this Article 7.67.

7.7 Cessation of office

- (a) A Trustee ceases to hold office if he/she:
 - (i) is disqualified from acting as a trustee of a charity by virtue of the Charities Act or ceases to be a director by virtue of any provision in the Companies Act;
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (iii) ceases to be a Member;
 - (iv) becomes an employee of the Charity whether full-time or part-time;
 - (v) resigns by notice to the Charity (but only if at least two Trustees will remain in office when the resignation is to take effect);
 - (vi) is absent from four consecutive meetings without permission from the Board;
 - (vii) is removed from office by a resolution passed by at least half of the members present and voting at a members' meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views; or
 - (viii) is requested in writing by a majority of all Trustees to resign; the provisions dealing with such a request shall be included in the Regulations.
- (b) A Trustee may be suspended from his/her duties as a Trustee at any time upon being requested in writing by a majority of all Trustees to resign; the provisions dealing with such a request shall be included in the Regulations.

6 Relevant Definitions:

'Appointed Trustee'	means a Trustee appointed by the Board in accordance with Article 7.4;
'Co-opted Trustee'	means a Trustee co-opted to the Board in accordance with Article 7.5;
'criteria for selection'	means the specific professional, and managerial and specialist skills, competencies and expertise and the mix of experience, knowledge and backgrounds needed to balance the Board and contribute to effective leadership and decision-making, having regard to the need to ensure a diversity and balance of perspectives and the need to recognise the importance of having persons on the Board with a connection to Parkinson's;
'Elected Trustee'	means a Trustee elected by the Members for any of either England, Wales, Scotland or Northern Ireland in accordance with Article 7.3;
'Trustee'	means a director of the Charity who is a charity trustee for the purposes of the Charities Act and 'Trustees' means the directors. Trustees includes, for the avoidance of doubt, Appointed Trustees and, Elected Trustees and Co-opted Trustees;