

Company number: 00539332

Charity number: 231242

THE COMPANIES ACT 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

THE ENGLISH STAGE COMPANY LIMITED (the "Charity")

1. Interpretation

- 1.1 In these Articles words and phrases with initial capital letters have the meanings set out in Article 38. Where required, other definitions are set out in particular Articles.

OBJECTS AND POWERS

2. Objects

- 2.1 The Objects of the Charity are:

2.1.1 To promote understanding and appreciation of the arts in the theatre and cinema on radio and television and, either alone or jointly with others, to produce, present, organise, manage, conduct, distribute, sponsor and encourage classical and contemporary plays, dramatic or musical works, ballets, operas, films, poetry, recitals, exhibitions and theatrical ventures, either together or separately, particularly works of cultural and aesthetic value or merit, and such works as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the arts, and

2.1.2 To engage persons to write or to encourage the writing of scenarios, plays, sketches, music and dances and critical productions and publications with a view to raising

standards in criticism and developing public taste and where convenient to acquire copyrights and rights of reproduction licences and privileges conducive to the objects of the Charity.

2.1.3 To act always in accordance with and promotion of the highest standards in terms of ethics, diversity, inclusiveness and sustainability.

2.2 Article 2.1 may be amended by Special Resolution, but only with the prior Written consent of the Charity Commission.

3. Powers

3.1 The Charity has the following powers which may be used only to promote the Objects:

General activities

3.1.1 to commission, publish, present, promote, organise, provide, manage and produce plays, books, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures, exhibitions, and other literary, musical, dramatic and artistic entertainments, performances and exhibitions,

3.1.2 to purchase, acquire and obtain interests in the copyright or the right to perform, publish or show any material;

3.1.3. to enter into agreements and engagements with authors, actors, dancers, musicians, producers, lecturers, artists, composers, and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees;

3.1.4 to promote or undertake study or research and disseminate the useful results

of such research;

- 3.1.5 to produce, print and publish anything in or of any media;
- 3.1.6 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning;
- 3.1.7 to organise and promote events;
- 3.1.8 to provide grants, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice or support:
- 3.1.9 to undertake the administration of management (whether as trustee, agent or otherwise) of any charitable trust;
- 3.1.10 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

Funding and fundraising

- 3.1.11 to invite and receive contributions or grants, enter into contracts, seek subscriptions and raise funds in any way including by carrying on trade;
- 3.1.12 to give or receive guarantees or Indemnities,

Staff, agents and advisers

- 3.1.13 subject to Article 21, to employ and pay any employees and other staff,

consultants, agents and advisers;

- 3.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants,

Acquisition, management and disposal of property and assets

- 3.1.15 to buy, take on lease, share, hire or otherwise acquire property of any sort,

- 3.1.16 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that, where applicable, the Trustees, comply with sections 117 to 123 of the Charities Act;

- 3.1.17 to borrow money and to charge the whole or any part of the property belonging to the Charity as security, provided that if the Charity wishes to mortgage land, the Trustees comply with sections 424 to 426 of the Charities Act,

- 3.1.18 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land:

Collaboration

- 3.1.19 to establish, promote and otherwise assist in any way any limited company or companies of other bodies, and to establish the same either as a wholly owned subsidiary of the Charity or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;

- 3.1.20 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;

3.1.21 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;

3.1.22 to co-operate and enter into any arrangements with any person;

Banking and insurance

3.1.23 to open and operate bank accounts and others banking facilities including internet banking;

3.1.24 to insure any risks arising from the Charity's activities:

3.1.25 to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act;

Investment and social investment

3.1.26 to make social investments in accordance with the Charities Act;

3.1.27 to invest in any investments, securities or properties:

3.1.28 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;

3.1.29 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 ("the

Investment Managers") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:

- (a) the delegated powers shall be exercisable only within policy guidelines set by the Trustees;
- (b) the Investment Managers are under an obligation to report promptly to the Trustees the performance of investments managed by them;
- (c) the Trustees are entitled at any time to review, alter or terminate the delegation arrangement;
- (d) the Trustees review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation; and
- (e) the Investment Managers must not do anything outside the powers of the Charity.

3.1.30 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

Other powers

3.1.31 to do anything else within the law which promotes and/or helps to attain the Objects.

BOARD OF TRUSTEES

4. Trustees and their powers

- 4.1 A Trustee is both a company director and a charity trustee, as well as being a Member of the Company as provided in 24.1.
- 4.2 The Trustees are responsible for the management of the business of the Charity and for this purpose they use all the powers of the Charity that are not, by the Companies Act or by these Articles, reserved to them in their capacity as Members.

5. Composition of the Board

- 5.1 There shall be at least five and not more than fifteen Trustees, who are appointed in accordance with Article 6.
- 5.2 A prospective Trustee must:
 - 5.2.1 be over the age of 18;
 - 5.2.2 be eligible for appointment as a company director and a charity trustee; and
 - 5.2.3 sign a Written declaration of support for the Objects and willingness to act.

6. Appointment and terms of office

- 6.1 Subject to Article 6.2, Trustees are appointed by the Board for a term of up to three years. Any Trustee so appointed shall be eligible for re-appointment, if the Trustees think fit, for two further terms of up to three years.
- 6.2 A Trustee will typically be asked to serve a maximum of three such terms. However,

where the Board in its sole discretion determines by simple majority that it is in the interests of the Company to do so at the conclusion of a term, a Trustee may be re-appointed for any number of additional terms.

6.3 A Trustee may not vote on their own re-appointment.

6.4 For the purposes of Article 6.1, any Trustee:

6.4.1 in office at the date of the adoption of these Articles who has served for less than three years since the date they were first appointed shall be deemed to be serving their first three year term of office; and

6.4.2 in office at the date of the adoption of these Articles who has served for more than three years since the date they were first appointed shall, for the purposes of this section 6 only, be deemed to have been reappointed for a second term of three years on the anniversary of their appointment preceding the adoption of these Articles.

7. Disqualification, resignation and removal of Trustees

7.1 A Trustee shall cease to be a Trustee if the Trustee:

7.1.1 is disqualified under the Charities Act from acting as a Charity Trustee or is prohibited by law from being a director of a company, or is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or Charities Act (Northern Ireland) 2008;

- 7.1.2 a majority of the other Trustees resolve that they must cease to hold office as a result of having become incapable, whether mentally or physically, of managing their own affairs and having considered any medical or other evidence reasonably available;
- 7.1.3 resigns by notice In Writing to the Trustees (but only if at least three Trustees will remain in office when the resignation is to take effect);
- 7.1.4 is absent without permission from three consecutive meetings of the Trustees and it is resolved by a majority of the other Trustees to remove the Trustee;
- 7.1.5 is removed from office by a vote of a majority of the other Trustees present at a Board meeting at which at least half of the Trustees are present, provided that
 - (a) prior to such a meeting the Trustee in question has been given Written notice of the intention to propose such a resolution at the meeting; and
 - (b) the Trustee in question is given an opportunity to make representations prior to a vote being held:
- 7.1.6 dies; or
- 7.1.7 reaches the end of their term of office in accordance with Article 6.

8. Regulations

- 8.1 The Board may make such regulations as it sees fit, provided that any regulations are not inconsistent with the Articles. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

DECISION-MAKING BY THE TRUSTEES

9. Meetings

- 9.1 The Trustees must hold a minimum of three meetings each year.

10. Calling a meeting

- 10.1 The Chair or any three Trustees may call a meeting of the Board at any time.

- 10.2 A Board meeting must be called by at least seven days' notice unless either.

10.2.1 all the Trustees agree otherwise; or

10.2.2 urgent circumstances require shorter notice.

- 10.3 Every notice calling a Board meeting must specify:

10.3.1 the place, date and time of the meeting;

10.3.2 the general particulars of the business to be considered at the meeting; and

10.3.3 if it is anticipated that the Trustees 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.

11. Participation in meetings

- 11.1 Board meetings shall where practicable be held in person, but may be held by telephone, or by suitable electronic means such as video conference agreed by the Board in which all participants may communicate with all other participants.

12. Quorum

12.1 The quorum for a Board meeting is three Trustees or one third of the Trustees (if greater).

13. Chair of Board meetings

13.1 The Chair or (if the Chair is unable or unwilling to do so, including if the Chair is not present within 10 minutes after the appointed starting time of a meeting) some other Trustee chosen by the Trustees present presides at each Board meeting.

14. Voting

14.1 Matters for decision at any meeting must be decided by a majority of votes and each Trustee has one vote (including the Chair).

14.2 If the votes are equal, the Chair has a second or casting vote.

15. Decisions without a meeting

15.1 The Trustees may by a majority take a decision without holding a meeting, by any means (including by electronic means). Such a decision may, but need not, take the form of a resolution in Writing signed by all of the Trustees.

16. Chair

16.1 The Trustees may appoint or remove a Chair from among the Trustees and determine their term of office in accordance with such procedures as the Board shall determine, provided always that

16.1.1 if there is only one candidate for Chair the person shall be appointed if a simple majority at a quorate Board meeting (excluding the candidate) resolves to make the appointment, but if there is more than one candidate there shall be a secret ballot (in which the candidates cannot participate) and the candidate who receives the most votes shall be appointed: and

16.1.2 a Chair may only be removed from office by a vote of a majority of the other Trustees present at a Board meeting at which at least half of the Trustees are present and provided that.

(a) prior to such a meeting the Chair has been given Written notice of the intention to propose such a resolution at the meeting; and

(b) the Chair is given an opportunity to make representations prior to a vote being held.

17. Board's right to act despite vacancies

17.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the number fixed as the quorum, it may act only to appoint further Trustees.

DELEGATION AND COMMITTEES

18. Delegation by the Board

18.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:

18.1.1 to such person or committee;

18.1.2 by such means (including by power of attorney):

18.1.3 to such an extent;

18.1.4 in relation to such matters; and

18.1.5 on such terms and conditions;

as they think fit.

18.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom, or committee to which, they are delegated.

18.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

19. Delegation to committees

19.1 Any delegation to a committee must specify those who are to serve on the committee and the Board may co-opt any person who is not a Trustee to serve on a committee, provided that a committee which deals with financial matters must include at least two Trustees.

19.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.

19.3 A committee must not incur expenditure or liability on behalf of the Charity except where authorised by the Board in accordance with a budget approved by the Board.

19.4 A committee may appoint a chair of its meetings if the Board does not nominate one.

- 19.5 If at any meeting the usual chair of the committee is not present within ten minutes after the appointed starting time. the committee members present may choose one of their number to be chair of the meeting.

20. Meetings of committees

- 20.1 Unless the terms of reference for a committee provide otherwise:

20.1.1 a committee may meet and adjourn whenever it chooses:

20.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and

20.1.3 a committee must have minutes entered in minute books.

USE OF PROPERTY, BENEFITS FOR TRUSTEES AND MEMBERS

21. Use of funds and property

- 21.1 The income and property of the Charity whencesoever derived shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly as dividend, bonus or otherwise howsoever by way of profit to the Members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Trustees, or other officers or servants of the Charity or to any Member for services actually rendered, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member to the Charity, subject nevertheless to the condition that no Members shall be entitled to vote on a

resolution concerning their own appointment as a Trustee nor any resolution concerning the payment to them of remuneration for services rendered by them to the Charity or the payment of interest to them on money lent by them to the Charity or the payment of rent for premises demised or let by them to the Charity or any resolution concerning their salary or terms of office.

21.2 References in Article 21.1 to a Trustee include a Connected Person and a Trustee or Connected Person may only receive a material benefit under Article 21.1 subject to compliance with Articles 22 and 23.

21.3 A Trustee may also receive the following from the Charity:

21.3.1 reasonable out-of-pocket expenses actually incurred [n running the Charity; or

21.3.2 the benefit of any Trustee indemnity insurance policy taken out pursuant to Article 3.1.25.

21.4 For the purposes of these Articles, a “Connected Person” in relation to a Trustee is:

21.4.1 any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as their partner or any other family member who is dependent or partially dependent on the Trustee; and

21.4.2 any firm or company in which the Trustee is: (i) a partner; (i) an employee; (ii) a consultant (iv) a director, or (v) a shareholder, unless the shares do not give them, or them together with any dependent, a substantial interest (being more than one-fifth of the shares or voting power of the relevant company).

CONFLICTS OF INTEREST

22. Meaning of Conflict of Interest

- 22.1 For the purposes of this Article 22 and Article 23, “Conflict of Interest” means any direct or indirect interest of a Trustee (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Charity, because the Trustee or a Connected Person may receive a benefit from the Charity, or has some separate Interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity.

23. Procedure

- 23.1 Subject to Article 23.3, whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of interest, the Trustee must:
- 23.1.1 declare the nature and extent of the interest before discussion begins on the matter,
 - 23.1.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Trustees;
 - 23.1.3 not be counted in the quorum for that part of the meeting or decision-making process;
 - 23.1.4 be absent during the vote and have no vote on the matter, and
 - 23.1.5 comply with any other requirement which the other Trustees resolve is necessary.
- 23.2 If any question arises as to whether a Trustee has a Conflict of Interest, the question

must be decided by a majority decision of the other Trustees.

23.3 When any Trustee has a Conflict of Interest, the Trustees who do not have a Conflict of Interest (if they form a quorum without counting the Trustee and are satisfied that it is in the best interests of the Chanty to do so) may by resolution passed in the absence of the Trustee permit the Trustee, notwithstanding any Conflict of Interest which has arisen or may arise for the Trustee, to:

23.3.1 continue to participate in discussions leading to the making of a decision, or to vote, or both;

23.3.2 disclose to a third party information confidential to the Charity;

23.3.3 take any other action not otherwise authorised which does not involve the receipt by the Trustee (or a Connected Person) of any payment or Material Benefit from the Chanty; or

23.3.4 refrain from taking any step required to remove the conflict.

23.4 Where a Trustee has a Conflict of Interest which has been declared to the Trustees, the Trustee shall not be in breach of that Trustee's 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, provided that a Trustee may not withhold information relating to a direct or indirect personal benefit for the Trustee.

23.5 The Trustees shall observe the other duties and rules in the Companies Act, and such other rules as the Board adopts, in relation to the management of Conflicts of Interest

MEMBERS AND MEMBERSHIP

24. Membership

- 24.1 Membership is open only to the Trustees. A Trustee shall automatically be admitted as a Member on being appointed as a Trustee and cease to be a Member on ceasing to be a Trustee.
- 24.2 Membership is not transferrable.

25. Register of Members

- 25.1 The Charity must maintain a register of Members in accordance with the requirements of the Companies Act.

26. General Meetings

- 26.1 Subject to the provisions of the Companies Act, the Company shall dispense with the holding of general meetings. The Company shall pass resolutions by means of Written Resolutions.
- 26.2 Except where otherwise provided by the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) passed in accordance with the requirements of Article 27 is as valid as an equivalent resolution passed at a general meeting.
- 26.3 Where the Companies Act requires or the Members request a meeting to be held, the provisions of the model articles contained in the Companies (Model Articles) Regulations (SI 2006/3229), as amended from time to time, relating to the holding of meetings for private companies limited by guarantee shall apply.

27. Written Resolutions

27.1 Members may pass a Written Resolution without holding a general meeting, provided that:

27.1.1 it is in Writing;

27.1.2 a copy of the proposed resolution has been sent to every eligible Member;

27.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent of Members entitled to receive notice of and to attend general meetings;

27.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members entitled to receive notice of and to attend general meetings; and

27.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.

27.2 A Written resolution may consist of two or more documents in identical form Signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.

GENERAL AND ADMINISTRATIVE PROVISIONS

28. Appointment and removal of a company secretary

28.1 The Board may (but need not) appoint and remove a company secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.

29. Appointment of reporting accountants or auditors

- 29.1 The Charity must appoint reporting accountants or auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

30. Honorary positions

- 30.1 The Board may appoint and remove any person for such terms as they think fit as the President or Patron(s) of the Charity. Such posts are honorary only and carry no vote or other rights.

31. Records and Accounts

- 31.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to maintaining a register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of-

31.1.1 annual returns;

31.1.2 annual reports; and

31.1.3 annual statements of account.

- 31.2 The Trustees must also keep records of:

31.2.1 all proceedings at Board meetings, including meeting minutes;

31.2.2 all Resolutions in Writing;

31.2.3 all reports of committees; and

31.2.4 all professional advice obtained.

31.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

31.4 A copy of the Articles (and any resolutions relating to them) and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a Written request and pays the Charity's reasonable costs.

32. Irregularities

32.1 The making of any decision, or the proceedings at any meeting shall not be invalidated by reason of:

32.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice), or

32.1.2 the lack of qualification in any of the persons present or voting,

unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it,

33. Communications and notices

33.1 Notices and other documents to be served on Members / Trustees under the Articles or the Companies Act may be served:

33.1.1 by hand;

33.1.2 by post; or

33.1.3 by suitable electronic means.

33.2 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

33.2.1 24 hours after being sent by electronic means, or delivered by hand to the relevant Address;

33.2.2 two Clear Days after being sent by first class post to that address;

33.2.3 three Clear Days after being sent by second class or overseas post to that address;

33.2.4 immediately on being handed to the recipient personally, or

33.2.5 if earlier, as soon as the recipient acknowledges actual receipt.

34. Registered Office

34.1 The registered office of the Charity will be in England and Wales.

35. Amendments to these Articles

35.1 No amendments may be made to these Articles which would cause the Charity to cease to be a charity in law.

35.2 Amendments may only be made to the following provisions in the Articles, with the prior Written consent of the Charity Commission:

35.2.1 the Objects; or

35.2.2 any provision relating to what happens to the Charity's property on winding up; or

35.2.3 any provision which would provide for any additional benefit to be obtained by Trustees or Members or persons connected with them.

35.3 The Charity shall Inform the Charity Commission and Companies House of any alterations to the Articles.

36. Winding-up of the Charity

36.1 If upon the winding up or dissolution of the Charity there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, institution or organization having objects similar to those of the Charity and which shall be established for charitable purposes only and which shall prohibit the distribution of its or their income and property among their members to an extent at least as great as imposed on the Charity by Article 21.

37. Limited liability and guarantee

37.1 Each Member undertakes to pay £1 in the event of the Charity being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:

37.1.1 payment of the debts and abilities of the Charity incurred before they ceased to be a Member

37.1.2 payment of the costs, charges and expenses of winding up: and

37.1.3 adjustment of the rights of the contributories among themselves.

37.2 The liability of each Member is limited to £1.

38. Interpretation

38.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Company.

38.2 In the Articles, the following words and phrases have the following meanings:

Word/phrase	Meanings
“Articles”	these Articles of Association;
"Board"	the board of Trustees of the Charity, the members of which are the company directors and charity trustees;
“Chair”	the Chair of the Board of Trustees or any person discharging the functions of the Chair,
“Charities Act”	the Charities Act 2011;
“Charity”	the company regulated by these Articles;
“Charity Commission”	the Charity Commission for England and Wales;
“Clear Days”	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;

“Companies Act”	the Companies Acts (as defined in the Companies Act 2006) in so far as they apply to the Charity;
“Conflict of interest”	has the meaning given in Article 22.1
“Connected Person”	has the meaning given in Article 21.4
“Material Benefit”	means a benefit, direct or indirect, which may not be financial but has a monetary value
“Member”	a company member of the Charity;
“Objects”	the Objects of the Charity as set out in Article 2.1;
"Office"	the registered office of the Charity
“Ordinary Resolution”	a resolution Agreed by a simple majority of the members present and voting at a general meeting or in the case of a Written resolution by Members who together hold a simple majority of the voting rights
"Signed"	shall include such forms of authentication that are permitted by law
"Special Resolution”	A resolution agreed by a 75% majority of Members present and voting at a general meeting or in the case of a Written Resolution by Members who together hold 75% of the voting rights
“Taxable Trading”	Carrying on a trade or business for the principle purpose of raising funds and not for the purpose of actually carrying out the Objects the profits of which are subject to corporation tax

“Trustees” means the directors of the Charity who are charity trustees;
and

“Written” or “in Writing” Means 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 .

38.3 In these Articles:

38.3.1 Apart from the words defined above any words or expression defined in the
Companies Act, or the Charities Act, will have the same meanings in these Articles,
unless the context indicates another meaning; and

38.3.2 references to an Act of Parliament are to that act as amended or re-enacted from
time to time and any subordinate legislation made under it.