

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE TEXTILE CONSERVATION FOUNDATION



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27/10/2012

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COMPANIES HOUSE

- 1 The company's name is The Textile Conservation Foundation (and in this document it is called the "Charity")

Interpretation

- 2 In the Articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity,

"the Articles" means the Charity's articles of association,

"charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

"the Charity" means the company intended to be regulated by the Articles,

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

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"the 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,

"the Council" means those individuals and bodies appointed to the Council from time to time in accordance with these Articles. The members of the Council are the Charity trustees as defined by section 97 of the Charities Act 1993,

"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,

"the Members" means the ordinary members for the time being of the Charity appointed in accordance with these Articles,

"Officers" includes the Chairman, the Deputy Chairman (if any) and the Honorary Treasurer,

"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 United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

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

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

Liability of Members

- 3 The liability of the Members is limited to a sum not exceeding £10, 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
- (1) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member,
 - (2) payment of the costs, charges and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves

Objects

- 4 The Charity's objects (“Objects”) are specifically restricted to the following
- (1) to promote for the public benefit the conservation, restoration and understanding of tapestries, dress, embroidery and other textile objects of historic, cultural or artistic value (“Textiles”),
 - (2) To promote the provision of a permanent organization to co-ordinate and improve the knowledge, methods and working standards needed to protect and preserve Textiles for the benefit of the public, and to educate and train persons in the conservation and restoration of Textiles, and
 - (3) To support other persons and organisations to promote the research into methods and techniques for conserving and restoring Textiles and to publish the results of such research

Powers

- 5 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, the Charity has power
- (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,
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,

- (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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity,
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may not employ or remunerate a member of the Council,
- (10) 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,
- (11) to provide indemnity insurance for the members of the Council in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993,
- (12) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity

Application of income and property

- 6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects
- (2)
 - (a) A member of the Council is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
 - (b) A member of the Council may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993
 - (c) A member of the Council may receive an indemnity from the Charity in the circumstances specified in the article 56
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a member of the Council receiving

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity

Prohibition of members of the Council/connected persons' benefits

- 7 No member of the Council or connected person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity. In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

Members

- 8
- (1) The subscribers to the memorandum were the first members of the Charity
 - (2) Membership is open to other individuals (known as ordinary Members) who
 - (a) apply to the Charity in the form required by the members of the Council, and
 - (b) are approved by the members of the Council
 - (3)
 - (a) The members of the Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
 - (b) The members of the Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - (c) The members of the Council must consider any written representations the applicant may make about the decision. The members of the Council' decision following any written representations must be notified to the applicant in writing but shall be final
 - (4) Membership is not transferable
 - (5) The members of the Council must keep a register of names and addresses of the Members

Termination of membership

- 9 Membership is terminated if
- (1) the Member dies,
 - (2) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members,
 - (3) any sum due from the Member to the Charity is not paid in full within six months of it falling due,
 - (4) the Member is removed from membership by a resolution of the members of the Council that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if,

- (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the members of the Council at which the resolution will be proposed and the reasons why it is to be proposed,
- (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting

General meetings

- 10 (1) The Charity held its first annual general meeting within eighteen months after the date of its incorporation
- (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
- 11 The members of the Council may call a general meeting at any time

Notice of general meetings

- 12 (1) The minimum periods of notice required to hold a general meeting of the Charity are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
 - (b) fourteen clear days for all other general meetings,
- (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
- (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
- (4) The notice must be given to all the Members and to the members of the Council and auditors
- 13 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

Proceedings at general meetings

- 14 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is three Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- 15 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the members of the Council shall determine

- (2) The members of the Council must reconvene the meeting and must give at least seven days' clear notice of the reconvened meeting stating the date, time and place of the meeting
 - (3) 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
- 16
 - (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the members of the Council
 - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of the Council nominated by the members of the Council shall chair the meeting
 - (3) If there is only one member of the Council present and willing to act, he or she shall chair the meeting
 - (4) If no member of the Council 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
 - (1) The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
 - (2) 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
 - (3) 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
 - (4) 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
 - (1) 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
 - (a) by the person chairing the meeting, or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the Chanty but the number or proportion of votes cast need not be recorded
 - (3)
 - (a) 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
 - (b) 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

- (4) (a) 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
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) 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
- (c) The poll must be taken within thirty days after it has been demanded
- (d) 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
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

- 19 (1) Proxies must be Members and may only validly be appointed by a notice in writing (a "proxy notice") which –
 - (a) states the name and address of the Member appointing the proxy,
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the members of the Council may determine, and
 - (d) 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
- (2) The Charity may require proxy notices to be delivered in a particular form
- (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
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
 - (a) 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
 - (b) 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

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

- (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
- (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
- (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

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
 - (a) a copy of the proposed resolution has been sent to every eligible member,
 - (b) 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
 - (c) 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
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of members

- 22 Every Member shall have one vote
- 23 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

Members of the Council

- 24 (1) A member of the Council must be a natural person aged 16 years or older
- (2) No one may be appointed a member of the Council if he or she would be disqualified from acting under the provisions of article 36
- 25 The Council shall consist of the Officers and not less than three or more than nine Members. The Charity may by ordinary resolution from time to time increase or reduce the minimum or maximum number of members of the Council
- 26 The first members of the Council were those persons notified to Companies House as the first members of the Council of the Charity
- 27 A member of the Council may not appoint an alternative member of the Council or anyone to act on his or her behalf at meetings of the members of the Council

Powers of members of the Council

- 28
- (1) The members of the Council shall manage the business of the Charity and may exercise all of the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution
 - (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the members of the Council
 - (3) Any meeting of members of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the members of the Council
 - (4) The members of the Council shall from time to time appoint Officers (if any) and any other such honorary positions as Council may determine.

Retirement of members of the Council

- 29 At the first annual general meeting all the members of the Council retired from office. At each subsequent annual general meeting one-third of the members of the Council or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one member of the Council he or she must retire
- 30
- (1) The members of the Council to retire by rotation shall be those who have been longest in office since their last appointment. If any members of the Council became or were appointed members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
 - (2) If a member of the Council 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

Appointment of members of the Council

- 31 The Charity may by ordinary resolution
- (1) appoint a person who is willing to act to be a member of the Council, and
 - (2) determine the rotation in which any additional members of the Council are to retire
- 32 No person other than a member of the Council retiring by rotation may be appointed a member of the Council at any general meeting unless
- (1) he or she is recommended for re-election by the members of the Council, or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
 - (a) is signed by a Member entitled to vote at the meeting,
 - (b) states the Member's intention to propose the appointment of a person as a member of the Council,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed

- 33 All Members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a member of the Council other than a member of the Council who is to retire by rotation
- 34 (1) The members of the Council may appoint a person who is willing to act to be a member of the Council
- (2) A member of the Council appointed by a resolution of the other members of the Council must retire at the next annual general meeting and must not be taken into account in determining the members of the Council who are to retire by rotation
- 35 The appointment of a member of the Council, whether by the Charity in general meeting or by the other members of the Council, must not cause the number of members of the Council to exceed any number fixed as the maximum number of members of the Council

Disqualification and removal of members of the Council

- 36 A member of the Council shall cease to hold office if he or she
- (1) ceases to be a member of the Council by virtue of any provision in the Companies Acts or is prohibited by law from being a member of the Council,
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (3) ceases to be a Member of the Charity,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (5) resigns as a member of the Council by notice to the Charity (but only if at least two members of the Council will remain in office when the notice of resignation is to take effect), or
- (6) is absent without the permission of the members of the Council from all their meetings held within a period of six consecutive months and the members of the Council resolve that his or her office be vacated

Remuneration of members of the Council

- 37 The members of the Council must not be paid any remuneration

Proceedings of members of the Council

- 38 (1) The members of the Council may regulate their proceedings as they think fit, subject to the provisions of the Articles
- (2) Any member of the Council may call a meeting of the members of the Council
- (3) The Secretary (if any) must call a meeting of the members of the Council if requested to do so by a member of the Council
- (4) Questions arising at a meeting shall be decided by a majority of votes
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second vote or casting vote

- (6) A meeting may be held by suitable electronic means agreed by the members of the Council in which each participant may communicate with all the other participants
- 39 (1) No decision may be made by a meeting of the members of the Council 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 members of the Council in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be three or such larger number as may be decided from time to time by the members of the Council
- (3) A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Council is not entitled to vote
- 40 If the number of members of the Council is less than the number fixed as the quorum, the continuing members of the Council or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting
- 41 (1) The members of the Council shall appoint a member of the Council to chair their meetings and may at any time revoke such appointment
- (2) If no one has been appointed to chair meetings of the members of the Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the members of the Council shall have no functions or powers except those conferred by the Articles or delegated to him or her by the members of the Council
- 42 (1) A resolution in writing or in electronic form agreed by all of the members of the Council entitled to receive notice of a meeting of the members of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the member of the Council duly convened and held
- (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 members of the Council has signified their agreement

Delegation

- 43 (1) The members of the Council may delegate any of their powers or functions to a committee of two or more members of the Council but the terms of any delegation must be recorded in the minute book
- (2) The members of the Council may impose conditions when delegating, including the conditions that
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the members of the Council
- (3) The members of the Council may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the members of the Council

Declaration of interests by members of the Council

- 44 A member of the Council 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 member of the Council must absent himself or herself from any discussions of the members of the Council 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)

Conflicts of interest

- 45 (1) If a conflict of interests arises for a member of the Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of the Council may authorise such a conflict of interests where the following conditions apply
- (a) the conflicted member of the Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of members of the Council is present at the meeting, and
 - (c) the unconflicted members of the Council consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of the Council or to a connected person

Validity of decisions of members of the Council

- 46 (1) Subject to article 46(2), all acts done by a meeting of members of the Council, or of a committee of members of the Council, shall be valid notwithstanding the participation in any vote of a member of the Council
- (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office,
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without
- (d) the vote of that member of the Council, and
 - (e) that member of the Council being counted in the quorum,
- the decision has been made by a majority of the members of the Council at a quorate meeting
- (2) Article 46(1) does not permit a member of the Council or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the members of the Council or of a committee of members of the Council if, but for article 46(1), the

resolution would have been void, or if the member of the Council has not complied with article 44

Seal

- 47 If the Charity has a Seal it must only be used by the authority of the members of the Council or of a committee of members of the Council authorised by the members of the Council. The members of the Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary (if any) or by a second member of the Council

Minutes

- 48 The members of the Council must keep minutes of all
- (1) appointments of Officers made by the members of the Council,
 - (2) proceedings at meetings of the Charity,
 - (3) meetings of the members of the Council and committees of members of the Council including
 - (a) the names of the members of the Council present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

- 49
- (1) The members of the Council 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
 - (2) The members of the Council must keep accounting records as required by the Companies Acts

Annual Report and Return and Register of Charities

- 50
- (1) The members of the Council must comply with the requirements of the Charities Act 1993 with regard to the
 - (a) transmission of a copy of the statements of account to the Commission,
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission,
 - (c) preparation of an Annual Return and its transmission to the Commission
 - (2) The members of the Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Means of communication to be used

- 51 (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
- (2) Subject to the Articles, any notice or document to be sent or supplied to a member of the Council in connection with the taking of decisions by members of the Council may also be sent or supplied by the means by which that member of the Council has asked to be sent or supplied with such notices or documents for the time being
- 52 Any notice to be given to or by any person pursuant to the Articles
- (1) must be in writing, or
- (2) must be given in electronic form
- 53 (1) The Charity may give any notice to a Member either,
- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address, or
- (c) by leaving it at the address of the Member, or
- (d) by giving it in electronic form to the Member's e-mail address
- (e) 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
- (2) 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
- 54 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
- 55 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) 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
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
- (b) in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

- 56 (1) The Charity may indemnify any member of the Council against any liability incurred by him, her, or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a "relevant member of the Council" means any member of the Council or former member of the Council of the Charity

Rules

- 57 (1) The members of the Council may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity
- (2) The byelaws may regulate the following matters but are not restricted to them
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) 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,
 - (d) the procedure at general meetings and meetings of the members of the Council insofar as such procedures is not regulated by the Companies Acts or by the Articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The Charity in general meeting has the power to alter, add to or repeat the rules or byelaws
- (4) The members of the Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- (5) The rules or byelaws shall be binding on all Members of the Charity No rule or byelaw shall be inconsistent with, or shall affect or repeat anything contained in, the Articles

Dissolution

- 58 (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
- (a) directly for the Objects, or
 - (b) by transfer to any Charity or charities for purposes similar to the Objects, or
 - (c) to any Charity or charities for use for particular purposes that fall with the Objects

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- (2) Subject to any such resolution of the members of the Charity, the members of the Council 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
- (a) directly for the Objects, or
 - (b) by transfer to any Charity or charities for purposes similar to the Objects, or
 - (c) to any Charity or charities for use for particular purposes that fall within the Objects
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity and, if no resolution in accordance with article 58(1) is passed by the Members or the members of the Council, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission