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BLACK COUNTRY LIVING MUSEUM

Black Country Living Museum Trust
(the "Charity")

Extract from the Minutes of
37th Annual General Meeting
30 May 2013

SATURDAY



A39 *A2A36A60* 08/06/2013 #272
COMPANIES HOUSE

Item 5 Special Resolution to Amend the Charity's Articles of Association

The Hon Company Secretary and Director & Chief Executive presented a report which proposed reforms to three clauses of the Memorandum & Articles of Association of the Museum Trust to ensure the Charity's continuing effectiveness in the areas of (i) The Objects, (ii) terms of office, and (iii) attendance at meetings of the Board. These changes had previously been approved at the Board meeting held on 28 March 2013.

The Charity noted that approval for the proposed changes to the Charity's Objects had been sought, pursuant to Section 198 of the Charities Act 2011, and that consent had been received from the Charity Commission on 7 May 2013.

In addition, the report detailed provision to allow the opportunity for a Chair to serve as a trustee for a longer period than other trustees, subject to Article 14 1 2. The Charity noted slight alterations to refresh and update Articles relating to Publicity (5 11 and 5 12) and Notices (16 3 5).

The Charity noted that any references to Wolverhampton Metropolitan Borough Council would be amended to Wolverhampton City Council.

RESOLVED That by Special Resolution the Articles of Association of The Black Country Living Museum Trust be abrogated in their entirety and replaced with new Articles in the form circulated on 10 May 2013 and at Annex 2 to the report.

Signed

J. H. Hughes
John H Hughes, Trustee
on behalf of the
Black Country Living Museum

Dated

30 May 2013



The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
THE BLACK COUNTRY LIVING MUSEUM TRUST

(as amended by Special Resolution on 30 May 2013)

BLACK COUNTRY LIVING MUSEUM TRUST
TIPTON ROAD DUDLEY WEST MIDLANDS DY1 4SQ UK TEL +44 (0) 121 557 9643
www.bclm.com email: info@bclm.com

Private Company Limited by Guarantee Registered in England and Wales Company No 1226321 and Registered as an Educational Charity No 5044

1 Interpretation

1.1 In the Articles, unless the context indicates another meaning

'AGM'	means an annual general meeting of the Charity,
'the Articles'	means the Charity's articles of association,
'the Board'	means the board of directors of the Charity and (where appropriate) includes a Committee and the directors acting by written resolution,
'Board Meeting'	means a meeting of the Board,
'Chairman'	means (subject to the context) either the person appointed as chairman of the Board under Article 14.1.2 or where the chairman of the Board is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting,
'the Charity'	means the company governed by the Articles,
'the Charities Act'	means the Charities Act 2011,
'charity trustee'	has the meaning prescribed by section 177 of the Charities Act,
'clear day'	in relation to a period of notice means the 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,
'Committee'	means a committee of the Board exercising powers delegated to it by the Board,
'the Companies Act'	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,
'Companies House'	means the office of the Registrar of Companies,

'director'	means a director of the Chanty,
'EGM'	means an extraordinary general meeting of the Chanty,
'firm'	includes a limited liability partnership,
'General Meeting'	means an AGM or an EGM,
'including'	means "including without limitation" and "include" and "includes" are to be construed accordingly,
'member'	means a member for the time being of the Chanty and "members" and "membership" shall be construed accordingly,
'month'	means a calendar month,
'the Objects'	means the Objects of the Charity as defined in Article 4,
'Registered Office'	means the registered office of the Chanty,
'Secretary'	means the company secretary of the Chanty, including a joint, assistant or deputy secretary,
'written' or 'in writing'	refers to a legible document including a message communicated by fax, e-mail or other electronic means,
'year'	means calendar year

1 2 In the Articles -

1 2 1 expressions defined in the Companies Act have the same meaning,

1 2 2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa,

1 2 3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships,

1 2 4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it,

1 2 5 references to Articles are to those within the Articles, and

1 2 6 headings are not to affect the interpretation of the Articles

1 3 For the avoidance of doubt the system of law governing the Articles of Association is the law of England and Wales

1 4 None of the model articles in the Companies (Model Articles) Regulations 2008 applies to the Charity

2 Name

The name of the Company (hereinafter called "the Charity") is "THE BLACK COUNTRY LIVING MUSEUM TRUST"

3 Registered Office

The registered office of the Charity will be situate in England

4 Objects

The objects of the Charity shall be -

4 1 the advancement of education for all by increasing and inspiring the public's understanding and appreciation of the significance and impact of the Black Country since the 18th Century on the industrialisation of the world as well as increasing the sum of knowledge of the region during this period of its history, and

4 2 the provision, safeguarding and development of a museum and collections in the Black Country as a means of recording and exemplifying the contribution of the region since the 18th Century to the development of the modern industrialised world for the benefit and enjoyment of the public

5 Powers

The Charity may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers

Staff and Volunteers

5 1 to employ staff or engage consultants and advisers on such terms as the Board thinks fit and to provide pensions to staff, their relatives and dependants,

- 5 2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses,

Property

- 5 3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests),
- 5 4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property,
- 5 5 to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act),
- 5 6 to provide accommodation for any other charitable organisation on such terms as the Board decides (including rent-free or at nominal or non-commercial rents),

Borrowing

- 5 7 to borrow and give security for loans,

Grants and Loans

- 5 8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act),

Fundraising

- 5 9 to raise funds, to invite and receive contributions,

Trading

- 5 10 to trade in the course of carrying out the Objects and to charge for services,

Publicity

- 5 11 to arrange, promote and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses,
- 5 12 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets, using films, television, video and the internet,
- 5 13 to promote or carry out research and publish the results of it,

Contracts

- 5 14 to co-operate with and enter into contracts with any person,

Bank or Building Society Accounts

- 5 15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Charity,

Investments

- 5 16 to -

5 16 1 deposit or invest funds,

5 16 2 employ a professional fund-manager, and

5 16 3 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 trustees of a trust are permitted to do by the Trustee Act 2000

Insurance

- 5 17 to insure the assets of the Charity to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset),

- 5 18 to insure and to indemnify the Charity's employees and voluntary workers from and against all risks incurred in the proper performance of their duties,

- 5 19 to take out insurance to protect the Charity and those who use premises owned by or let or hired to the Charity,

- 5 20 to provide indemnity insurance to cover the liability of the directors and officers of the Charity who are not directors,

5 20 1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, and

5 20 2 to make contributions to the assets of the Charity in accordance with the provisions of Section 214 of the Insolvency Act 1986

provided that any such insurance in the case of Article 5 19 shall not extend to -

- (i) any liability resulting from conduct which the directors or officers knew, or must have known, was not in the best interests of the Charity or which the directors or officers did not care whether it was in the best interests of the Charity or not,
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors or officers, and
- (iii) any liability to pay a fine

and further provided that any such insurance in the case of Article 5 19 shall not extend to any liability to make such a contribution where the basis of the director's or officer's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

Other Organisations

- 5 21 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes,
- 5 22 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them,
- 5 23 to amalgamate with any charity which has objects similar to the Objects,
- 5 24 to undertake and execute any charitable trusts,
- 5 25 to affiliate, register, subscribe to or join any organisation,
- 5 26 to act as agent or trustee for any organisation,

Reserves

- 5 27 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure, and

General

- 5 28 to do anything else within the law which promotes or helps to promote or is incidental and conducive to the Objects

6 Income and Property

The income and property of the Charity whensoever derived shall be applied solely towards the promotion and furtherance of the Objects of the Charity, as set forth in the Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Charity

- 6 1 Provided that nothing herein shall prevent the payment in good faith
 - 6 1 1 of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of the Board) in return for any services actually rendered to the Charity and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Charity,

- 6 1 2 of interest on money lent by a member or member of the Board at a rate per annum not exceeding two per cent over the Bank of England base rate at the time when the loan is made,
- 6 1 3 of reasonable and proper rent for premises demised or let by any member or member of the Board to the Charity,
- 6 1 4 to any member of the Board of reasonable out-of-pocket expenses,
- 6 1 5 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Charity or a member of the Board may also be a member holding not more than one hundredth part of the capital of such company,
- 6 1 6 to any director who is a solicitor, accountant or other person engaged in any profession reasonable and proper professional charges for business done by him or her or his or her firm when instructed by the other directors to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the Board benefit under this provision and that a director shall withdraw from any meeting of the Board, at which his or her own instruction or remuneration, or that of his or her firm, is under discussion,
- 6 1 7 of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty of which they may be guilty in relation to the charitable company provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors

7 Membership

- 7 1 The Charity must maintain a register of members
- 7 2 The members are those who are admitted to membership of the Charity by the Board
- 7 3 Membership of the Charity is open to any individual interested in promoting the Objects who
 - 7 3 1 applies to the Charity in the form required by the Board,
 - 7 3 2 is approved by the Board, and
 - 7 3 3 signs the register of members or consents in writing to become a member
- 7 4 Since members are also directors the Board must ensure that when admitting members it takes into account (to the extent that the Board considers it practicable to do so) the need for members who become directors to contribute to the skills mix and balance of the Board as a whole

- 7 5 The Board may establish different classes of membership and prescribe their respective privileges and duties
- 7 6 Membership is terminated if the member concerned
 - 7 6 1 gives written notice of his resignation to the Registered Office,
 - 7 6 2 dies or becomes of unsound mind,
 - 7 6 3 ceases to be a director, or
 - 7 6 4 is removed from membership by a resolution of the Board on the ground that in the Board's reasonable opinion the member's continued membership is harmful to the Charity. The Board may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice
- 7 7 Membership of the Charity is personal and not transferable
- 7 8 The liability of the members is limited
- 7 9 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the sum of one pound

8 General Meetings

- 8 1 The directors may choose in each calendar year whether or not to hold an AGM and if it is decided to hold an AGM then such AGM is to be held at such time and place as the Board decides
- 8 2 The business of an AGM (where held) is -
 - 8 2 1 to receive the annual directors' report,
 - 8 2 2 to consider the accounts and the auditors' report,
 - 8 2 3 to appoint the auditors (if necessary),
 - 8 2 4 may confer on any individual (with his or her consent) the honorary title of Treasurer, President or Vice-President of the Charity, and
 - 8 2 5 to transact any other business specified in the notice convening the meeting
- 8 3 A General Meeting other than an AGM is called an EGM
- 8 4 An EGM is to be called by the Board. If there are insufficient directors available to form a quorum at a Board Meeting to call an EGM it may be called in the same way as a Board Meeting

- 8 5 On receiving a requisition from the percentage of the members required under the Companies Act the Board must promptly convene an EGM
- 8 6 Every General Meeting must be called by at least 14 clear days' notice
- 8 7 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the members who may attend and vote and who together hold 90% or more of the total voting rights of all of the members at the General Meeting
- 8 8 The notice must specify -
- 8 8 1 the time, date and place of the General Meeting,
 - 8 8 2 the general nature of the business to be transacted, and
 - 8 8 3 in the case of an AGM, that it is the AGM
- 8 9 Subject to the Companies Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting
- 8 10 Notice of a General Meeting must be given to all of the members, the directors and the Charity's auditors (if any)
- 8 11 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting
- 8 12 No business may be transacted at a General Meeting unless a quorum is present and a member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- 8 13 The quorum for General Meetings is six of the members for the time being present in person or by proxy provided that at least 50% of those present are not also nominated directors
- 8 14 The Chairman is to chair General Meetings but if the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the members present must choose one of their number to chair the General Meeting
- 8 15 Subject to Article 8 16, resolutions are to be decided on a show of hands unless a ballot is properly demanded and each member present in person or by proxy has one vote both on a show of hands and a ballot
- 8 16 If there is an equality of votes on a show of hands or a ballot the Chairman is entitled to a second or casting vote
- 8 17 A member may appoint a proxy in writing which proxy need not be a member The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 14 1 5 A proxy may not appoint another proxy
- 8 18 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions

- 8 19 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote
- 8 20 No document appointing a proxy will be valid for more than 12 months
- 8 21 A vote given or ballot demanded by proxy is to be valid despite -
- (i) the revocation of the proxy, or
 - (ii) the death or insanity of the principal
- unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used
- 8 22 A proxy form will not be valid for any part of a General Meeting at which the member who appointed the proxy is present
- 8 23 A written resolution approved by the required majority of eligible members (provided that those members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting and such a resolution may consist of several documents in similar form each approved by one or more members

9 The Board

- 9 1 The Board as charity trustees has control of the Charity and its property and funds
- 9 2 The number of directors must always be the same as the number of members and a person may not be a director unless he is a member and vice versa
- 9 3 The Board shall consist of a minimum of five and a maximum of sixteen directors
- 9 4 There shall be two classes of directors namely "ordinary directors" and "nominated directors" Any references in the Articles to "directors" includes ordinary directors and nominated directors unless the reference is specifically to ordinary directors or nominated directors respectively
- 9 5 All directors other than nominated directors are to be ordinary directors appointed by the Board upon being admitted to membership of the Charity
- 9 6 Except in the case of the directors in office as at the date of adoption of these Articles, a director shall serve for a term of three years from the date of his appointment or until he ceases to be a director under the Articles Such a director who retires after having served a first term of three years shall be eligible for re-appointment for one further term of three years after which time he will automatically retire (other than the chair, who may be reappointed for two additional terms of three years), unless the Board otherwise agrees an additional continuous term of three years Any such director who has previously served consecutive terms of three years shall be eligible for re-appointment provided that there has been a break of not less than two years since the end of his last such term

- 9 7 The Board may at any time co-opt an individual who is qualified to be appointed as an ordinary director to fill a vacancy in their number but a co-opted ordinary director holds office only until the expiry of the next AGM or the expiry of one year from the date of his appointment (whichever happens sooner)
- 9 8 The appointment of a director is not to take effect until he has signed the prescribed Companies House form or the information required by that form is electronically filed at Companies House. The appointment of any person as a director who has not complied with this requirement within one month of appointment is to lapse unless the Board resolves that there is good cause for the delay. In addition, every director after appointment or re-appointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Board
- 9 9 A technical defect in the appointment of a director of which the Board is unaware at the time does not invalidate decisions taken at a meeting

10 Nominated directors

- 10 1 Dudley Metropolitan Borough Council may at any time and from time to time appoint two directors as nominated directors and may remove any nominated director so appointed
- 10 2 Sandwell Metropolitan Borough Council, Wolverhampton City Council and Walsall Metropolitan Borough Council may at any time and from time to time each appoint one director as nominated directors and may remove any nominated director so appointed
- 10 3 The appointment or removal of an nominated director shall be made by notice in writing served on the Charity by the body entitled to make such appointment stating the particulars which are required to be included in the Charity's register of directors together with a notice executed by that person of his willingness to be appointed

11 Removal of a Director

- 11 1 A director's term of office automatically terminates if he -
- 11 1 1 dies,
 - 11 1 2 ceases to be a director under the Companies Act or is prohibited by law from being a director or is disqualified under the Charities Act from acting as a charity trustee,
 - 11 1 3 becomes incapable, whether mentally or physically, of managing his own affairs,
 - 11 1 4 is declared bankrupt or makes an arrangement or composition with his creditors,
 - 11 1 5 has been absent from more than half of the Board Meetings in a continuous period of 12 months and the Board resolves that he should cease to be a director,
 - 11 1 6 ceases to be a member,

- 11 1 7 resigns by written notice to the Board (but only if at least two Board members will remain in office), or
- 11 1 8 is removed by resolution of the Board present after the meeting has invited the views of the director concerned and considered the matter in the light of any such views

12 Conflicts of Interest

12 1 Declaration of interests

- 12 1 1 If a director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Charity, he must declare the nature and extent of that interest to the other directors
- 12 1 2 In accordance with the Companies Act, the declaration may be made at a meeting of the directors or by written notice
- 12 1 3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made
- 12 1 4 Any required declaration of interest must be made before the Charity enters into the transaction or arrangement
- 12 1 5 A declaration is not required in relation to an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question For this purpose a director is treated as being aware of matters of which he ought reasonably to be aware
- 12 1 6 A director need not declare an interest -
 - 12 1 6 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests, or
 - 12 1 6 2 if, and to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as being aware of anything of which they ought reasonably to be aware)

12 2 Authorisation of direct conflicts of interests

- 12 2 1 A director may enter into a transaction or arrangement with the Charity only if and to the extent that such an arrangement is authorised by Article 6

12 3 Authorisation of indirect conflicts of interest

- 12 3 1 Where, for whatever reason, a director has any form of indirect interest in relation to a transaction or arrangement with the Charity (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those directors not having a conflict provided that -

12 3 1 1 the director with the conflict (and any other interested director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict, and

12 3 1 2 the directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Charity to authorise the transaction

12 3 2 The directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the director with the conflict and/or any other interested director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict

13 Proceedings of the Board

- 13 1 Subject to the Articles, the Board may regulate Board Meetings as it wishes but it must hold at least two meetings each year
- 13 2 A quorum at a meeting of the Board is 50% of the directors provided that at least 50% of those present are ordinary directors
- 13 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other ordinary director chosen by the Board present shall preside at each meeting
- 13 4 Matters arising at a Board Meeting are to be determined by a simple majority of the votes and, subject to Article 13 5, each director is to have one vote
- 13 5 If there is an equality of votes the Chairman is entitled to a second or a casting vote
- 13 6 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting
- 13 7 A written resolution approved by the required majority of the directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting
- 13 8 A written resolution approved by a simple majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee
- 13 9 A resolution under Articles 13 7 or 13 8 may consist of several documents in similar form each approved by one or more of the directors or Committee Members

14 Powers of the Board

- 14 1 The Board has the following powers in the administration of the Charity -
- 14 1 1 if required, to appoint (and remove) any person (who may be a director) to act as Secretary in accordance with the Companies Act,
 - 14 1 2 to appoint a Chairman from amongst the ordinary directors,
 - 14 1 3 to appoint other officers or honorary officers from amongst their number,
 - 14 1 4 to delegate any of their functions to one or more Committees consisting of two or more individuals appointed by them. At least two members of every Committee must be members of the Board and all proceedings of committees must be reported promptly to the Board,
 - 14 1 5 to make standing orders, regulations and rules consistent with the Articles and the Companies Act for the proper conduct and management of the Charity, including the delivery of notices,
 - 14 1 6 to allow individuals who are not directors to attend Board Meetings as Observers on whatever terms the Board decides provided that the Board may exclude an Observer from any part of the Board Meeting where the Board considers that its business is private and the Board must exclude an Observer from any part of a Board Meeting where the Board is considering a possible benefit to that Observer. Observers may not vote but may take part in discussions with the consent of the Board,
 - 14 1 7 to execute documents as deeds by the use of the Charity's seal, the authorised signature of two directors, one director and the Secretary (where appointed) or one director whose signature is attested in the presence of a witness,
 - 14 1 8 to control all bank and building society accounts of the Charity, which must include the name of the Charity and to make rules and regulations for the proper signing of cheques and orders for payment of money,
 - 14 1 9 to establish procedures to assist the resolution of disputes or differences within the Charity, and
 - 14 1 10 to exercise any powers of the Charity which are not reserved to a general meeting

15 Records and Accounts

- 15 1 The Charity must comply with the Companies Act and the directors must comply with their obligations as charity trustees under the Charities Act in -
- 15 1 1 preparing and filing an annual directors' report and annual accounts and sending them to the Charity Commission, and
 - 15 1 2 making an annual return to the Registrar of Companies and the Charity Commission

15 2 The Charity must comply with the Companies Act in relation to the audit or examination of accounts (to the extent that the law requires)

15 2 1 The annual directors' report and accounts must contain -

15 2 1 1 revenue accounts and balance sheet for the last accounting period,

15 2 2 the auditor's report on those accounts, and

15 2 3 the Board's report on the affairs of the Charity

15 4 The accounting records of the Charity must always be open to inspection by a director

16 Notices

16 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit, any journal distributed by the Charity or on the Charity's website

16 2 The only address at which a member is entitled to receive notices sent by post is an address in the U K shown in the register of members

16 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received -

16 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address,

16 3 2 two clear days after being sent by first class post to that address,

16 3 3 three clear days after being sent by second class or overseas post to that address,

16 3 4 on the date of publication of a newspaper containing the notice,

16 3 5 if published on the Charity's website when the material is first published on the website or, if later, when the recipient received or is deemed to have received notification of the fact that the material was available on the website

16 3 6 on being handed to the member personally, or, if earlier

16 3 7 as soon as the member acknowledges actual receipt

16 4 A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at a meeting

17 Dissolution

If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5 hereof such institution or institutions to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object

This is the final page of the Museum's Articles of Association, (as amended by Special Resolution on 30 May 2013)