

Company number: 01276976
Charity number: 505609

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

RESOLUTION

OF

THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED
(THE "CHARITY")

NOTICE is hereby given that at the 37th annual general meeting of the Charity held at the National Museum & Galleries of Wales on Saturday 8 February 2014, the following resolution was duly passed

SPECIAL RESOLUTION

THAT the regulations set out in the document produced to the meeting (and, for the purpose of identification, initialled by the chair of the meeting) be adopted as the articles of association of the charity in substitution for all existing articles of association WITH EFFECT from the date upon which all necessary consents (if any) have been received to the adoption of such new articles of association from the Charity Commission for England and Wales



Secretary, Andrew Marvell

26 February 2014
Date

WEDNESDAY



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COMPANIES HOUSE

Company No: 01276976
Charity No: 505609

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED

Incorporated 13 September 1976

Amended articles adopted by a special resolution dated 8 February 2014

MODEL ARTICLES

- 1 The Model Articles for Private Companies Limited by Guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the **Trust**

OBJECT

- 2 The **Object** for which the Trust is established is to advance the education of the public in archaeology

POWERS

- 3 The Trust has the following powers, which may be exercised only in promoting the Object
- (A) to undertake, prepare or promote archaeological research, excavations, surveys, reports and advice and for any consequent or similar activities,
 - (B) to publish or otherwise distribute information,
 - (C) to arrange for the safe-keeping of all records resulting from such archaeological work and for their eventual deposition,
 - (D) to arrange for the safe-keeping of all materials and objects recovered as a result of such archaeological work and, where appropriate to arrange for their eventual deposition and/or display,
 - (E) to arrange conferences and training opportunities,
 - (F) to raise (but not by means of **taxable trading**) accept and administer funds,
 - (G) to provide, acquire, maintain and manage premises and equipment,
 - (H) to employ suitable paid or unpaid staff, volunteers, agents and consultants,
 - (I) to amalgamate with or acquire and take over all or any part of any other organisation, company or undertaking having objects similar to those of the Trust,
 - (J) to purchase, take on lease or in exchange, hire or otherwise acquire any land or other property and any rights or privileges over the same,
 - (K) to construct, repair, renovate, restore, rebuild and generally promote the preservation of any buildings or land,
 - (L) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust (but only in accordance with the restrictions imposed by the **Charities Act**), such disposal to be subject to such covenants, conditions and restrictions as are reasonably necessary to ensure the preservation of any buildings or land,
 - (M) to insure the property of the Trust against foreseeable risk and to take out other insurance policies when required,
 - (N) to undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and act as a **charity trustee**,
 - (O) to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act),

- (P) to deposit or invest funds and, for such purposes, employ a professional investment manager, and to arrange for investments or other property of the Trust 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,
- (Q) to establish and support or aid in the establishment and support of any charitable bodies, and to subscribe or guarantee money for charitable purposes in any way connected with, or calculated to further, the Object,
- (R) to pay for **indemnity insurance** for the **Trustees**,
- (S) to enter into contracts to provide services to or on behalf of other bodies,
- (T) to establish subsidiary companies to assist or act as agent for the Trust,
- (U) to co-operate with other bodies,
- (V) to make grants or loans of money and to give guarantees,
- (W) to set aside funds for special purposes or as reserves against future expenditure,
- (X) to employ paid or unpaid agents, staff or advisers on appropriate terms (subject to article 5(A)), and
- (Y) to do anything else within the law which promotes or helps to promote the Object

BENEFITS TO MEMBERS AND TRUSTEES

- 4 The property and funds of the Trust must be used only for promoting the Object
- 5 The property and funds of the Trust do not belong to the **Members** of the Trust, but
 - (A) **Members** (who are not Trustees) may be employed by or enter into contracts with the Trust and receive reasonable payment for goods or services supplied,
 - (B) **Members** (including Trustees) may be paid interest at a reasonable rate on money lent to the Trust, and
 - (C) **Members** (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Trust
- 6 A **Trustee** may not be an employee of the Trust but a Trustee or **connected person** may enter into a contract with the Trust to supply goods or services in return for payment or other **material benefit** if
 - (A) the goods or services are actually required by the Trust,
 - (B) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services, and is set at a meeting of the Trustees in accordance with the procedure in article 7, and
 - (C) no more than a minority of the Trustees are subject to such a contract in any **financial year**
- 7 Subject to article 8, any Trustee who becomes a **Conflicted Trustee** shall declare an interest before the meeting or at the meeting before discussion on the matter begins, be absent from the meeting for that item unless expressly invited to remain in order to provide information, not be counted in the quorum during that part of the meeting, and be absent during the vote and have no vote on the matter

- 8 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Trust to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee to continue to participate in discussions leading to the making of a decision and/or to vote
- 9 Trustees may receive reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) incurred in the running of the Trust
- 10 Trustees may receive indemnity insurance, and an indemnity in respect of any liabilities properly incurred in running the Trust (including the costs of a successful defence to criminal proceedings unless a Trustee knew that, or was reckless whether, an act or omission was a breach of trust or duty)

LIMITED LIABILITY

- 11 The liability of the Members is limited

MEMBERS' GUARANTEE

- 12 Every Member of the Trust promises, if the Trust is dissolved while he, she or it remains a Member, or within twelve **months** afterwards, to pay £1 towards the costs of dissolution and the liabilities incurred by the Trust while the contributor was 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 £1

DISSOLUTION

- 13 On dissolution the Trust must
- (A) pass on the assets (if any) remaining after provision has been made for all its liabilities in one or more of the following ways
 - (i) by transfer to one or more bodies established for exclusively charitable purposes within or similar to the Object,
 - (ii) directly for the Objects or charitable purposes within or similar to the Object, or
 - (iii) in such other manner consistent with charitable status as the **Charity Commission** approves **in writing** in advance,
 - (B) issue a declaration, certified copies of relevant resolutions or minutes, a final report and statement of account to the Charity Commission, and
 - (C) in the event of a voluntary dissolution, issue an application for strike-off to Companies House

MEMBERSHIP

- 14 The number of Members with which the Trust proposes to be registered is unlimited
- 15 **Membership** of the Trust is open to any individual or organisation interested in promoting the Object who

- (A) applies to the Trust in the form required by the Trustees,
 - (B) is approved by the Trustees, and
 - (C) signs the register of Members or consents in writing to become a Member either personally or (in the case of a Member organisation) through an **authorised representative**
- 16 The Trust must keep and maintain a register of the names and addresses of Members
- 17 The Trustees may alter the rights or obligations attached to a class of membership, and establish new classes of membership (including **informal membership**) with different rights and obligations. Any such rights and obligations shall be recorded in the register of Members
- 18 The rights and privileges of membership shall be personal to the Member and are not transferable or transmissible on death
- 19 The Trustees shall from time to time decide upon the annual subscription to be paid by each class of Member

TERMINATION OF MEMBERSHIP

- 20 Membership shall be terminated if the Member concerned
- (A) gives **written** notice of resignation to the Trust,
 - (B) dies or (in the case of a Member organisation) ceases to exist,
 - (C) is six **months** in arrears in paying the relevant subscription (if any) but, in such a case, the Member may be reinstated on payment of the amount due), or
 - (D) is removed from membership by resolution of the Trustees on grounds that in their reasonable opinion the Member's continued membership is harmful to the Trust. However, before any decision is taken, the Trust must notify the Member concerned **in writing** and consider any written representations by the Member put forward within three months after receiving notice of the intended termination

GENERAL MEETINGS

- 21 The Trust shall hold an **Annual General Meeting** in each year and not more than fifteen months may elapse between successive Annual General Meetings
- 22 All other meetings shall be called **general meetings**, and a general meeting may be called at any time by the Trustees
- 23 The Trustees must also call a general meeting if required to do so pursuant to section 303 of the Companies Act 2006, which (for clarification) provides that
- (A) the Members may require the Trustees to call a general meeting once requests have been submitted from Members who represent at least 5% of the total voting rights of all the Members having a right to vote at general meetings, and
 - (B) such a request must state the general nature of the business to be dealt with at the meeting, and must be authenticated by the Members making it

NOTICE FOR GENERAL MEETINGS

- 24 An Annual General Meeting (other than an adjourned meeting) must be called on at least twenty-one **clear days'** written notice and all other general meetings on at least fourteen clear days' written notice
- 25 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
- 26 The notice for any general meeting 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 46

PROCEEDINGS OF THE MEMBERS

- 27 Members are entitled to attend general meetings either personally or (in the case of a Member organisation) by an authorised representative, or by proxy, and are entitled to speak and vote on the business of the meeting
- 28 No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. There is a quorum at a general meeting if the number of Members or (in the case of a Member organisation) authorised representatives present in person, or by proxy, is at least fifteen or 10% of the Members, if greater
- 29 The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, at any such meeting
- 30 The **Chair** shall preside as chair at every Annual General Meeting or general meeting, but if there is no such Chair, or if the Chair is unable or unwilling to do so, or is not able to be present, the Members present shall choose another Trustee, or if no such Trustee be present, or if all the Trustees present decline to take the chair, they shall choose some Member of the Trust who shall be present to preside
- 31 At an Annual General Meeting the Members shall
- (A) receive the accounts of the Trust for the previous financial year,
 - (B) receive the Trustees' report on the Trust's activities since the previous Annual General Meeting,
 - (C) accept the retirement of Trustees,
 - (D) elect persons to be Trustees to fill the vacancies arising,
 - (E) appoint auditors for the Trust, and
 - (F) discuss and determine any issues of policy or deal with any other business put before them

ADJOURNMENT OF MEETINGS

- 32 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members (in accordance with article 23), shall be dissolved. In any other case, the **presiding chair** must adjourn it to such date, time and place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
- 33 The presiding chair may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine.
- 34 If the adjourned meeting is to take place more than fourteen days after it was adjourned, the Trust must give at least seven clear days' notice of it
- (A) to the Members, and
- (B) containing the same information which such notice is required to contain
- 35 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

- 36 A resolution put to the vote of a general meeting must be decided on a show of hands, unless a poll is demanded in accordance with articles 40 to 45.
- 37 Except where otherwise provided by the **Companies Acts**, every issue is decided by a majority of the votes cast.
- 38 Except for the presiding chair, who has a second or casting vote, every Member present in person or (in the case of a Member organisation) through an authorised representative, or by proxy, has one vote on each issue.
- 39 A written resolution sent to every Member and signed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one **document** and will be treated as passed on the date of the last signature). In the case of a Member organisation, its authorised representative may signify its agreement.

POLL VOTES

- 40 A poll on a resolution may be demanded
- (A) in advance of the general meeting where it is to be put to the vote, or
- (B) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 41 A poll may be demanded by
- (A) the presiding chair,
- (B) any two Trustees, or
- (C) Members representing not less than 10% of the total voting rights of all the Members.

- 42 A demand for a poll may be withdrawn if
- (A) the poll has not yet been taken, and
 - (B) the presiding chair consents to the withdrawal
- 43 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
- 44 Polls must be taken immediately and in such manner as the presiding chair directs
- 45 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

PROXY VOTES

- 46 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (A) is signed by or on behalf of the Member appointing the proxy and which states the name and address of that Member,
 - (B) identifies the person appointed to be that Member's proxy (which, for the avoidance of doubt, may be another Member), and the general meeting in relation to which that person is appointed,
 - (C) is delivered to the Trust in accordance with these Articles and any instructions contained in the notice to the general meeting to which they relate
- 47 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it on the appointor's behalf
- 48 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 49 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
- 50 Unless a proxy notice indicates otherwise, it must be treated as
- (A) allowing the person appointed proxy under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (B) appointing that person as proxy in relation to any adjournment of the general meeting to which it relates, as well as to the meeting itself
- 51 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting, or any adjournment of it, even though a valid proxy has been delivered to the Trust by or on behalf of that person. For the avoidance of doubt, the person appointed as proxy shall have no right to a vote in such circumstances
- 52 An appointment under a proxy notice may be revoked by delivering to the Trust a notice in writing given by or on behalf of the person by whom or on behalf the proxy notice was given
- 53 A notice revoking a proxy appointment will take effect only if delivered before the start of the meeting, or adjourned meeting, to which it relates

APPOINTMENT OF TRUSTEES

- 54 The Trustees as charity trustees have control of the Trust and its property and funds
- 55 The minimum number of Trustees shall be three and (unless determined by ordinary resolution) the maximum nine All Trustees must be Members, except in the case of a Trustee co-opted under article 59
- 56 The Trustees may from time to time and at any time appoint any Member of the Trust (whom the Trustees reasonably consider to be a person suitable and qualified to act) as a Trustee, either to fill a casual vacancy or by way of addition to the board of Trustees, provided that the prescribed maximum is not exceeded Any Member so appointed shall retain his office only until the next Annual General Meeting, but shall then be eligible for re-appointment by the Members
- 57 The Members may, by ordinary resolution at an Annual General Meeting, elect a Member eligible pursuant to article 58 as a Trustee of the Trust
- 58 No person may be elected a Trustee at an Annual General Meeting unless
- (A) he or she is recommended for re-election by the Trustees, or
 - (B) no fewer than twenty-eight clear days before the date of the meeting, the Trust is given a notice that
 - (i) is signed by two Members entitled to vote at the meeting acting as a proposer and seconder,
 - (ii) states the Members' intention to propose and second the election of a person as a Trustee,
 - (iii) contains a brief biography of the person to be proposed, any special expertise and an indication of the time that that person is likely to have available to act as a Trustee, and
 - (iv) is signed by the person who is to be proposed, to show his or her willingness to be appointed
- 59 The Trustees may at any time co-opt one person duly qualified (who is not a Member) to provide expert advice to the Trust as a Trustee to fill a vacancy in their number, but such person shall hold office only until the next Annual General Meeting, and there may only be one such co-opted Trustee at any time
- 60 Every Trustee must sign a declaration of willingness to act as a trustee of the Trust before he or she is eligible to vote at any meeting of the Trustees

TERMS OF APPOINTMENT

- 61 Every Trustee (including the Chair) shall serve for a term of three years running from the time of appointment by the Members at an Annual General Meeting, but shall be available for re-election for further terms subject to the provisions of article 62
- 62 A Trustee (including the Chair for the time being) shall not be eligible to serve as a Trustee for more than three consecutive terms of three years and, after completing that period of nine years, will be ineligible to serve as Trustee until the expiry of a further period of three years from the end of the nine-year period

PROCEEDINGS OF THE TRUSTEES

- 63 The Trustees must hold at least three meetings each year
- 64 A quorum at a meeting of the Trustees is three Trustees
- 65 At each meeting each Trustee has one vote on each issue In case of an equality of votes the Chair shall have a second or casting vote
- 66 The Trustees shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Trustees at which he shall be present, but if no such Chair is elected, or if at any meeting the Chair is not able to be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be presiding chair of the meeting
- 67 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 68 Every issue shall be determined by a simple majority of the votes cast at a meeting but a resolution in writing, or in **electronic form**, sent to every Trustee and signed by a simple majority of them is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 69 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 70 If the number of Trustees falls below the minimum number of trustees specified at article 55, the Trustees shall be entitled to appoint Members as Trustees under article 56, co-opt any person as a Trustee under article 59, call a general meeting of the Members under article 22, and act generally to preserve and protect the assets of the Trust

POWERS OF THE TRUSTEES

- 71 In addition to any other powers specified in these Articles, the Trustees have the following powers in the administration of the Trust
- (A) to appoint (and remove) the Chair from among their number,
 - (B) to appoint (and remove) any individual (who may be a Trustee) to act as **Secretary** for such period and upon such conditions (including remuneration, except in the case of a Trustee) as they may think fit,
 - (C) to delegate any of their functions to committees consisting of three or more individuals appointed by them (provided that at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees),
 - (D) to invite a person they reasonably consider will be able to provide expert or specialist advice to any meeting of the Trust,
 - (E) to make rules or regulations consistent with the Articles, the Companies Acts and the Charities Act to govern proceedings at their meetings, and at meetings of committees, and the administration of the Trust, and
 - (F) to exercise any powers of the Trust which are not reserved to a general meeting

- 72 The Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings

TERMINATION OF A TRUSTEE'S APPOINTMENT

- 73 A Trustee's term of office automatically terminates if he or she
- (A) is disqualified under the Charities Act from acting as a charity trustee,
 - (B) ceases to be a director of the Trust by virtue of any provision of the Companies Acts, or is prohibited from being a director by law,
 - (C) is incapable, whether mentally or physically, of managing his or her own affairs,
 - (D) resigns by written notice to the Trustees, or
 - (E) is removed by resolution passed by at least 50% of the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

THE COMPANY SEAL

- 74 Any common seal may only be used by the authority of the Trustees and the Trustees may decide by what means and in what form it is to be used
- 75 If the Trust has a common seal and it is affixed to a document, the Trustees may determine who shall sign any such document, and unless otherwise so determined it shall be signed by a Trustee and by the Secretary, or by a second Trustee

RECORDS AND ACCOUNTS

- 76 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and to the Charity Commission of
- (A) annual reports,
 - (B) annual returns, and
 - (C) annual statements of account
- 77 The Trustees must keep proper records of
- (A) all proceedings at general meetings,
 - (B) all proceedings at meetings of the Trustees,
 - (C) all reports of committees, and
 - (D) all professional advice obtained
- 78 Accounting records relating to the Trust must be made available for inspection by any Trustee at any reasonable time during normal office hours and, if the Trustees so decide, may be made available for inspection by Members who are not Trustees

- 79 A copy of the Trust's latest available statement of account must be supplied, within two months, to any Trustee or Member, or to any other person who makes a written request and pays the Trust's reasonable costs

NOTICES

- 80 A notice may be served by the Trust upon any Member, either by hand or post or by suitable electronic means, addressed to such Member at their address as appearing in the register of Members
- 81 Notices may also be published in any suitable journal or newspaper circulating in the area of benefit, or in any newsletter distributed by post or electronically by the Trust
- 82 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (A) twenty-four hours after being sent by electronic means or delivered by hand to the registered address,
 - (B) two clear days after being sent by first class post to that address,
 - (C) three clear days after being sent by second class or overseas post to that address,
 - (D) on the date of publication of a newspaper containing the notice, and
 - (E) on being handed to the Member personally or, if earlier, as soon as the Member acknowledges actual receipt
- 83 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

INDEMNITY

- 84 The Trust shall indemnify every Trustee (as a director) of the Trust against any liability incurred by him or her in that capacity to the extent permitted by the Companies Act 2006

INTERPRETATION

- 85 In these Articles

"Annual General Meeting" means an annual general meeting of the Trust,

"Articles" means these articles of association,

"authorised representative" means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Trust and whose name is given to the Secretary,

"Chair" means the chair of the Trustees from time to time,

"Charities Act" means the Charities Act 2011,

"Charity Commission" means the Charity Commission for England and Wales,

"charity trustee" has the meaning prescribed by section 177 of the Charities Act,

"clear day" means twenty-four hours from midnight following the relevant event,

"Companies Acts" means the Companies Acts as defined in the Companies Act 2006, insofar as they apply to the Trust,

"Conflicted Trustee" means a Trustee in respect of whom a conflict of interest arises or may reasonable arise because such person or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Trust, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Trust,

"connected person" means in relation to a Trustee, any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of that Trustee, any firm of which that Trustee is a member or employee, and any company of which that Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital,

"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,

"financial year" means the trust's financial year,

"general meeting" includes an Annual General Meeting,

"indemnity insurance" means insurance against personal liability incurred by any Trustee for an act or omission which is or alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

"informal member" and **"informal membership"** refers to a supporter of the Trust who may be called a "Member" but is not a voting member of the Trust,

"material benefit" means a benefit which may not be financial but has a monetary value,

"Member" and **"membership"** refer to membership of the Trust,

"month" means a calendar month,

"Object" means the object of the Trust as defined in article 2,

"presiding chair" means the chair having conduct of a particular meeting of the Trust or a committee formed by and of the Trust,

"Secretary" means the secretary of the Trust appointed in accordance with article 71(B) or such other person as performs the functions of secretary of the Trust,

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Object, the profits of which are subject to corporation tax,

"Trust" means the charitable company governed by these Articles,

"Trustee" means a director of the Trust and **"Trustees"** means the directors, and

"written" or **"in writing"** means a legible document on paper and including a fax message