

Company Number 03028422

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

THE LEADERSHIP TRUST (TRAINING) LIMITED

(Company)

Circulated on **31 JULY** 2015 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolution (**Resolution**) is passed as a special resolution -

Special Resolution

THAT the regulations contained in the document attached to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

Please read the notes at the end of this document before you signify your agreement to the Resolution

The undersigned, being the person entitled to vote on the Resolution as at the Circulation Date, hereby irrevocably agrees to the Resolution

H C BALDOCK

Signed by **H BALDOCK**, duly
authorised for **The Leadership Trust**
Foundation on **31 JULY** 2015

TUESDAY



A09 *A4E2VXC0* 18/08/2015 #249
COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE LEADERSHIP TRUST (TRAINING) LIMITED

FARRER&Co

INDEX TO THE ARTICLES

1	Definitions	1
2	Objects	3
3	Powers	3
4	Liability of Members.	4
5	Directors' general authority	4
6	Directors may delegate	5
7	Committees	5
8	Directors to take decisions collectively.	5
9	Unanimous decisions	6
10	Calling a meeting of the Board	6
11	Participation in meetings of the Board	7
12	Quorum for Board Meetings.	7
13	Chairing of meetings of the Board	8
14	Casting vote	8
15	Conflicts of interest	8
16	Records of decisions to be kept.	10
17	Directors' discretion to make further rules	10
18	Methods of appointing Directors	10
19	Termination of Director's appointment	10
20	Directors' remuneration	11
21	Directors' expenses	12
22	Company Secretary	12
23	Applications for membership.	12
24	Termination of membership	13
25	Notice of General Meetings	13
26	Attendance and speaking at General Meetings	13
27	Quorum for General Meetings.	14
28	Chairing General Meetings	14
29	Attendance and speaking by Directors and non-Members	14
30	Adjournment	14
31.	Voting general	16
32	Errors and disputes.	16
33.	Poll votes	16
34.	Content of proxy notices	17
35.	Delivery of proxy notices	18
36.	Amendments to resolutions	19
37.	Means of communication to be used	20
38	No right to inspect accounts and other records	20
39	Indemnity	20
40	Insurance.	21
41	Dissolution	22

PART 1
DEFINITIONS, OBJECTS AND LIMITATION OF LIABILITY

1. Definitions

1 1 In these Articles, unless the context requires otherwise

"2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time,
"Articles"	means these articles of association, as may be amended from time to time,
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
"Board"	means the board of Directors of the Company established from time to time, the members of which are the directors of the Company for the purposes of the 2006 Act,
"Charity"	means The Leadership Trust Foundation (registered charity number 270286),
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given,
"Company"	means Leadership Trust (Training) Limited (registered company number 03028422),
"Company Secretary"	means such person as the Board appoints as company secretary from time to time (if any) in accordance with Article 22,

"Director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called,
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form,
"electronic form"	has the meaning given in Section 1168 of the 2006 Act,
"General Meeting"	means a general meeting of the Company,
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act,
"Members"	means the Charity and such other persons as may be admitted to membership of the Company in accordance with Article 23,
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act,
"participate"	in relation to a Directors' meeting, has the meaning given in Article 11,
"proxy notice"	has the meaning given in Article 34 1,
"special resolution"	has the meaning given in Section 283 of the 2006 Act,
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act,
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in

electronic form or otherwise

1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act

1 3 Words importing the singular number shall include the plural number and vice versa Words importing the masculine gender only shall include the feminine gender Words importing persons shall include corporations, unincorporated associations and partnerships

1 4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles

2. Objects

The objects for which the Company is established ("Objects") are to undertake commercial activities of every and any description with a view to raising funds for the benefit of the Charity and to do all such other things which the law permits and shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2

3. Powers

3 1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers")

3 2 Nothing in these Articles shall prevent the payment in good faith by the Company

3 2 1 of remuneration to any Director of the Company in accordance with Article 20,

3 2 2 to any Director of reasonable and proper out-of-pocket expenses in accordance with Article 21,

3 2 3 of reasonable and proper rent for premises demised or let by any Member of the Company or by any Director, or

3 2 4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) referred to in Article 40, in relation to the Company

4. Liability of Members

4 1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while a Member or within one year after it ceases to be a Member, for any of the items set out in Article 4 2

4 2 The items for which the Members undertake to contribute are

4 2 1 payment of the Company's debts and liabilities contracted before it ceases to be a Member,

4 2 2 payment of the costs, charges and expenses of winding up, and

4 2 3 adjustment of the rights of the contributories among themselves

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

5 1 Subject to these Articles and the 2006 Act, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

5 2 The Members may by special resolution direct the Directors to take, or refrain from taking, specified action. No such special resolution shall invalidate any prior act of the Board which would have been valid if such special resolution had not been passed

6. Directors may delegate

6 1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles

6 1 1 to such person or committee,

6 1 2 by such means (including by power of attorney),

6 1 3 to such an extent,

6 1 4 in relation to such matters or territories, and

6 1 5 on such terms and conditions,

6 1 6 as it thinks fit

6 2 All acts and proceedings delegated under Article 6 1 shall be reported to the Board in due course

6 3 The Board may revoke any delegation in whole or part, or alter its terms and conditions

7. Committees

7 1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board

7 2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

8 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9

8 2 If

8 2 1 the Company only has one Director, and

8 2 2 no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making

9. Unanimous decisions

9 1 A decision of the Board is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter

9 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing

9 3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board

9 4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting

10. Calling a meeting of the Board

10 1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit

10 2 Any Director may call a meeting of the Board by giving reasonable notice or such lesser notice as the Directors may otherwise agree, of the meeting to the Directors or by directing the Company Secretary (if any) to give such notice

10 3 Notice of any meeting of the Board must indicate

10 3 1 its proposed date and time,

10 3 2 where it is to take place, and

10 3 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

10 4 Notice of a meeting of the Board must be given to each Director, but need not be in writing

11. Participation in meetings of the Board

11 1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when

11 1 1 the meeting has been called and takes place in accordance with these Articles, and

11 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

11 2 In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other

11 3 If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

12. Quorum for Board Meetings

12 1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

12 2 Subject to Article 12 3, the quorum for meetings of the Board may be fixed from time to time by a decision of the Directors and unless otherwise fixed it is one

12 3 Subject to Article 12 4, the Board may act notwithstanding any vacancy in their body

12 4 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision

12 4 1 to appoint further Directors, or

12 4 2 to call a General Meeting so as to enable the Members to appoint further Directors

13. Chairing of meetings of the Board

13 1 The Directors may appoint a Director to chair their meetings

13 2 The person so appointed for the time being is known as the chairman

13 3 The Directors may terminate the chairman's appointment at any time

13 4 If the chairman is not participating in a Directors' meeting within ten minutes of the time appointed for holding the meeting or he is not willing to preside, the participating Directors must choose one of themselves to chair it

14. Casting vote

14 1 Subject to Article 14 2, if the numbers of votes for and against a proposal are equal, the chairman or other Director chairing the meeting shall have a casting vote

14 2 Article 14 1 shall not apply if, in accordance with these Articles, the chairman or other Director is not to be counted as participating in the decision-making for quorum or voting purposes

15. Conflicts of interest

15 1 Subject to Article 15 2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes

15 2 The prohibition under Article 15 1 shall not apply when

- 15 2 1 the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest,
 - 15 2 2 the Director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act,
 - 15 2 3 the Director's conflict of interest arises from a permitted cause, or
 - 15 2 4 the Company, by ordinary resolution disapplies the provision of these Articles that would otherwise prevent a Director from being counted as participating in the decision-making process
- 15 3 For the purposes of Article 15 2, the following are "permitted causes"
- 15 3 1 a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any), and
 - 15 3 2 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for Directors or former Directors
- 15 4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board
- 15 5 Subject to Article 15 6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling is to be final and conclusive
- 15 6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes

16. Records of decisions to be kept

The Board must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Company at General Meeting

17. Directors' discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to Directors

APPOINTMENT OF DIRECTORS

18. Methods of appointing Directors

18 1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director

18 1 1 by ordinary resolution,

18 1 2 by a decision of the Directors, or

18 1 3 by notice in writing from the Charity

18 2 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office

19. Termination of Director's appointment

19 1 A person ceases to be a Director of the Company as soon as

19 1 1 that person ceases to be a Director by virtue of any provision of the 2006 Act or is prohibited from being a director by law,

19 1 2 a bankruptcy order is made against that person,

- 19 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - 19 1 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
 - 19 1 5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms, or
 - 19 1 6 notification is received by the Company from the Charity that it wishes to remove the Director from office
- 19 2 If a Director is removed from office by the Charity his removal shall be deemed to be an act of the Company

20. Directors' remuneration

- 20 1 Subject to the provisions of the 2006 Act and to Article 20 3 below, Directors may undertake any services for the Company that the Company decides
- 20 2 Directors who are not also trustees of the Charity are entitled to such remuneration as the Directors determine
- 20 2 1 for their services to the Company as Directors, and
 - 20 2 2 for any other service which they undertake for the Company
- 20 3 Subject to these Articles, a Director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director provided that such remuneration
- 20 3 1 is fixed having regard to the current remuneration of Directors in comparable posts, and

20 3 2 does not exceed the general market rate for Directors providing comparable services

20 4 Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and the Company

21. Directors' expenses

Without prejudice to Article 20, the Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

21 1 meetings of the Board or committees of the Board, or

21 2 General Meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3
APPOINTMENTS

22. Company Secretary

Subject to the provisions of the 2006 Act, the Board may appoint a Company Secretary for such term at such remuneration and upon such conditions as they may think fit and any such Company Secretary appointed may be removed by them

BECOMING AND CEASING TO BE A MEMBER

23. Applications for membership

23 1 The Charity and such other persons as are admitted to membership of the Company in accordance with these Articles, shall be the Members of the Company

23 2 No person shall become a Member of the Company unless

23 2 1 that person has completed an application for membership in a form approved by the Board, and

23 2 2 the Charity has approved the application

24. Termination of membership

24 1 A Member may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing

24 2 Membership is not transferable

24 3 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Company, its property and its funds

ORGANISATION OF GENERAL MEETINGS

25. Notice of General Meetings

General Meetings must be called on at least 14 clear days' notice

26. Attendance and speaking at General Meetings

26 1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

26 2 A person is able to exercise the right to vote at a General Meeting when

26 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

26 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

26 3 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it

- 26 4 In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other

27. Quorum for General Meetings

- 27 1 No business other than the appointment of the chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum

- 27 2 Whenever the Company has only one Member, the Member present in person or by proxy shall be a quorum and whenever the Company has two or more Members, two Members present in person or by proxy shall be a quorum

28. Chairing General Meetings

- 28 1 The chairman shall chair General Meetings if present and willing to do so. If the chairman shall be absent, or if at any meeting he is not present within thirty minutes after the time appointed for holding the same

28 1 1 the Directors present, or

28 1 2 (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

29. Attendance and speaking by Directors and non-Members

- 29 1 Directors may attend and speak at General Meetings, whether or not they are Members

- 29 2 The chairman of the meeting may permit other persons who are not Members of the company to attend and speak at a General Meeting

30. Adjournment

- 30 1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

- 30 2 The chairman of the meeting may adjourn a General Meeting at which a quorum is present if
- 30 2 1 the meeting consents to an adjournment, or
- 30 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 30 3 The chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting
- 30 4 When adjourning a General Meeting, the chairman of the meeting must
- 30 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 30 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 30 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- 30 5 1 to the same persons to whom notice of the Company's General Meetings is required to be given, and
- 30 5 2 containing the same information which such notice is required to contain
- 30 6 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

31. Voting: general

- 31 1 Every Member shall be entitled to receive notice of, attend General Meetings and cast one vote
- 31 2 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles

32. Errors and disputes

- 32 1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 32 2 Any such objection must be referred to the chairman of the meeting whose decision is final

33. Poll votes

- 33 1 A poll on a resolution may be demanded
 - 33 1 1 in advance of the General Meeting where it is to be put to the vote, or
 - 33 1 2 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
- 33 2 A poll may be demanded by
 - 33 2 1 the chairman of the meeting,
 - 33 2 2 the Board, or
 - 33 2 3 two or more Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the Members having the right to vote on the resolution

33 3 A demand for a poll may be withdrawn if

33 3 1 the poll has not yet been taken, and

33 3 2 the chairman of the meeting consents to the withdrawal

33 4 Polls shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll
The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

33 5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

33 6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

34. Content of proxy notices

34 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

34 1 1 states the name and address of the Member appointing the proxy,

34 1 2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,

34 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

- 34 1 4 is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate
- 34 2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 34 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
- 34 4 Unless a proxy notice indicates otherwise, it must be treated as
- 34 4 1 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
- 34 4 2 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
- 35. Delivery of proxy notices**
- 35 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 Company by or on behalf of that person
- 35 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 35 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
- 35 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

36. Amendments to resolutions

36 1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if

36 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

36 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

36 2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if

36 2 1 the chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

36 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

36 3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon

36 4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4
ADMINISTRATIVE ARRANGEMENTS

37. Means of communication to be used

37 1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company

37 2 Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being

37 3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

38. No right to inspect accounts and other records

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

DIRECTORS' INDEMNITY AND INSURANCE

39. Indemnity

39 1 Subject to Article 39 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

39 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

39 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),

39 1 3 any other liability incurred by that Director as an officer of the Company or an associated company

39 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

39 3 In this Article

39 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

39 3 2 a "relevant Director" means any Director or former Director of the Company or an associated company

40. Insurance

40 1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

40 2 In this Article

40 2.1 a "relevant Director" means any Director or former Director of the Company or an associated company,

40 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

40 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

41. Dissolution

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to the Charity