

The Companies Acts 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of The CHIRP Charitable Trust

1. The Company's name is The CHIRP Charitable Trust (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. Interpretation

In these articles:

- "the Charity" means the company intended to be regulated by these articles;
- "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- any statutory reference includes any amendment to, or updating, or replacement of the relevant provision;
- "the articles" means these Articles of Association of the Charity;
- "clear days" in relation to the period of a 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.
- "executed" includes any mode of execution;
- "the memorandum" means the memorandum of association of the Charity;
- "members" shall mean the trustees of the Charity and such other persons as are admitted to membership in accordance with the rules made under Article 56
- "office" means the registered office of the Charity;
- "secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- "the trustees" means the directors of the Charity (and "director" has a corresponding meaning);
- "The Executive Director, CHIRP", who shall not be a trustee of the charity, means the person appointed from time to time to conduct the day-to-day management of the Charity.
- "the United Kingdom" means Great Britain and Northern Ireland; and
- words importing one gender shall include all genders, and the singular includes the plural and vice versa. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

4. The Charity's objects ("the Objects") are to
 - gather information on the circumstances of incidents and accidents involving aviation and maritime modes of transportation through a confidential reporting system for the collection of Human Factors safety-related issues, to analyse data and identify trends;
 - advise interested bodies on Human Factors issues relevant to air and maritime transport safety with the aim of the preservation of human life and the protection of the environment.
5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

- (b) to raise funds and to invite and receive contributions: provided that in raising funds, the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (d) deposit or invest funds, engage and delegate to a professional fund-manager and arrange for the investments or other property of the Charity to be held in the name of a nominee, to the same extent, 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.
 - (e) subject to clause 6 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (f) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (g) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (h) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
6. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (f) to any trustee of reasonable out-of-pocket expenses.

7. Benefits and payments to charity trustees and connected persons

7.1. General provisions

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity.

unless the payment is permitted by sub-clause (7.2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

7.2. Scope and powers permitting trustees' or connected persons' benefits

- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (7.3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

7.3 Payment for supply of goods only – controls

The charity and its trustees may only rely upon the authority provided by sub-clause (7.2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the trustees must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.

- (f) The reason for their decision is recorded by the trustees in the minute book.
- (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.

7.4. In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition in 'Interpretation'.

8. The liability of the members is limited.

9. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

Members

10.

- (a) The Trustees and such other persons as are admitted to membership in accordance with the rules made under Article 56 shall be members of the Charity. No person shall be admitted a member of the Charity unless his or her application for membership is approved by the trustees.
- (b) The Charity will keep a Register of Members.
- (c) Membership of the Charity will cease when the Member ceases to be a Trustee or a participating panellist on an Advisory Board, or resigns his or her membership by writing to the Company Secretary specifying a date of resignation.

General meetings

- 11. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 12. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

- 13. An annual general meeting and an extraordinary general meeting called for the passing of a resolution appointing a person as a trustee shall be called by at least twenty-one clear days'

notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

15. No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. No decision may be made by a meeting of the members unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
16. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
17. The chair, if any, of the trustees or in his or her absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting is willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he or she shall be chair.
18. If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
19. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll is duly demanded:
- (a) by the chair; or
 - (b) by at least 10 per cent of those having the right to vote at the meeting;
21. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and

an entry to the effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
23. A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he may have.
25. A poll demanded on the election of a chair 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 chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
26. No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

27. Subject to Article 20, on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
28. No member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Charity have been paid.
29. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve).

"The CHIRP Charitable Trust

I..... being a member of the above named company, hereby appoint as my proxy to vote in my names and on my behalf at the annual / extraordinary general meeting of the company to be held on 20 ... and at any adjournment thereof.

Signed on 20... "

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for* against

Resolution No. 2 *for* against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20..... "

30. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may:
 - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any director.

And an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

Trustees

32.

- (a) A trustee must be a natural person aged 16 years or older.
- (b) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 39.
- (c) The minimum number of trustees shall be 5 and the maximum will normally be 12.
- (d) A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

Powers of trustees

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

Appointment and retirement of trustees

34. The Charity may by ordinary resolution:

- (a) appoint a person who is willing to act to be a trustee;
- (b) Trustees will serve a term of three years which can be extended to a further term of three years at the invitation of the Board. Trustees may, by exception, be invited to serve an additional 1 year term to aid succession planning.
- (c) All members who are entitled to receive notice of a general meeting must be given not less than twenty-one clear days' notice of any resolution to be put to the meeting to appoint a trustee.
- (d) The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

35. Not less than twenty-one clear days before the date appointed for holding a general meeting, notice shall be given to everyone who is entitled to receive notice of the meeting of anyone who is recommended by the trustees for appointment or reappointment as a trustee at the meeting, or in respect of whom notice has been duly given to the Charity of the intention to propose him

or her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of trustees.

36. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
37. The trustees may appoint a person who is willing to act to be a trustee, either to fill a vacancy or as an additional trustee, provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
38. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed subject to clause 34.

Disqualification and removal of trustees

39. A trustee shall cease to hold office if he or she:
 - (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (b) is disqualified from acting as a trustee by virtue of the Charities Act (or any statutory re-enactment or modification of those provisions);
 - (c) ceases to be a member of the charity;
 - (d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) resigns as a director by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (f) is absent without the permission of the trustees from all their meetings held within a period of nine consecutive months and the trustees resolve that his or her office be vacated.

Declaration of trustees' interests

40. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A trustee may be required to absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

41. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Trustees' expenses

42. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
43. Subject to the provisions of the Act and to Clause 6, the trustees may appoint one or more of their number to the unremunerated office of Executive Director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.
44. Except to the extent permitted by Clause 7, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Delegation

45.
 - (a) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded as having been agreed in the Board minutes.
 - (b) The trustees may delegate powers of investment of charity assets to a committee.
 - (c) The trustees may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
 - (d) The trustees may revoke or alter a delegation.
 - (e) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Proceedings of trustees

46. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
47. The quorum for the transaction of the business of the trustees shall be 5 trustees. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
48. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
49. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is

no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.

50. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
51. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
52. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the delegated officials and in accordance with the bank mandate.

Minutes

53. The trustees shall keep minutes for the purpose:
- (a) of all appointments made by the trustees; and
 - (b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

Accounts

- 54.
- (a) The trustees must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (b) The trustees must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

- 55.
- (a) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - i. transmission of a copy of the statements of account to the Commission;
 - ii. preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - iii. preparation of an Annual Return and its transmission to the Commission.
 - (b). The trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

56.

- (a) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way that is compliant with the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (b) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- (c) Any notice to be given to or by any person pursuant to the articles:
 - i. must be in writing; or
 - ii. must be given in electronic form.
- (d) The charity may give any notice to a member either:
 - i. personally; or
 - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - iii. by leaving it at the address of the member; or
 - iv. by giving it in electronic form to the member's email address; or
 - v. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (e) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (f) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
 - i. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - ii. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Act 2006.
 - iii. In accordance with the Companies Act 2006 notice shall be deemed to be given:
 - a. 48 hours after the envelope containing it was posted; or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57. Subject to the provisions of the Act every trustee or other officer or auditors of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

58.

- (a) The trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (b) The rules may regulate the following matters but are not restricted to them:
 - i. the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - iv. the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - v. generally, all such matters as are commonly the subject matter of company rules.
- (c) The Charity in general meeting has the power to alter, add to or repeal the rules.
- (d) The trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Charity.
- (e) The rules shall be binding on all members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolving the Charitable Company

59. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

End