

Companies Acts 1985 to 2006
Company limited by guarantee

ARTICLES OF ASSOCIATION
of
THE PETERBOROUGH DIOCESAN BOARD OF FINANCE

Company Number 186179

(As adopted by Special Resolution passed on 15 June 2017)

1. INTRODUCTION

- 1.1 These Articles set out the constitution of the charity known as The Peterborough Diocesan Board of Finance ('PDBF'), a company limited by guarantee incorporated on 4 December 1922 and registered with number 186179.
- 1.2 These Articles are to be interpreted without reference to the Model Articles under the Companies Acts, which do not apply to PDBF.
- 1.3 In these Articles, unless the context indicates another meaning:

Articles	means the Company's Articles of Association and 'Article' refers to a particular Article;
Chair	means the Director of the Company appointed to act as its Chair in accordance with Articles 8.6.1 and 8.6.3;
Charities Acts	means the Charities Acts 1992 to 2016;
Church	means the Church of England;
Clear Day	does not include the day on which notice is given or the day of the meeting or other event;
Commission	means the Charity Commission for England and Wales or any body which replaces it;
Company	means The Peterborough Diocesan Board of Finance;
Companies Acts	means the Companies Acts 1985 to 2006;
Conflict	means a situation in which a Director has or could have a direct or indirect interest that conflicts, or could conflict, with the interests of the Company;
Conflicted Director	means a Director in respect of whom a Conflict arises or may reasonably arise including any such arising or which may arise because the Director or a Connected Person is receiving or stands to receive a Material Benefit (other than payment of a premium for Indemnity Insurance) from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company;
Connected Person	means, in relation to a Director, a person with whom the Director shares a common interest such that the Director may reasonably be regarded as benefiting directly or indirectly from any Material Benefit received by that person, being either a member of the Director's family or household or a person or body who or which is a business associate of the Director, or a company with which the Director's only connection is an interest consisting of more

	than 5% of the voting rights or a company in respect of which the Director is a Person with Significant Control as defined in the Companies Acts;
Constitution	means these Articles and any special resolutions relating to them;
Director(s)	means a Director or Directors of the Company, as the case may be;
Diocesan Synod	means the Diocesan Synod of the Diocese of Peterborough established in accordance with the Synodical Government Measure 1969;
Electronic Means	refers to communications addressed to specified individuals by telephone, fax, email or similar decipherable means of communication, and in relation to meetings, by telephone conference call or video conference;
Eligible Director	means a Director who is not a Conflicted Director;
Financial Expert	means an individual, company or firm reasonably believed by the Directors to be competent to give investment advice under the Trustee Act 2000;
Financial Year	means the Company's financial year;
Indemnity Insurance	has the meaning prescribed by the Charities Acts;
Layperson	means anyone who is not a member of the clergy;
Material Benefit	means a benefit, direct or indirect, which may not be financial but which has a monetary value or other advantage, provided that any stipend, payment, emolument or reimbursement of expenses made by the Company for or arising out of the provision of pastoral or ministry services pursuant to the Objects shall not be a Material Benefit;
Measure	means the Diocesan Boards of Finance Measure 1925;
Membership	refers to membership of the Company and a 'Member' means a person whose name is registered in the Register of Members of the Company;
Month	means calendar month;
Objects	means the Objects of the Company as defined in Article 2;
Ordinary Resolution	means a resolution agreed by a simple majority as defined in section 282 of the Companies Act 2006;

Resolution in Writing	means a written resolution of the Directors;
Secretary	means the Diocesan Secretary;
Special Resolution	means a resolution agreed by a majority of not less than 75% as defined in section 283 of the Companies Act 2006;
Taxable Trading	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
Vice Chair	means the Director of the Company appointed to act as its Vice Chair in accordance with Articles 8.6.1 and 8.6.3;
Written or In 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;
Written Resolution	means an ordinary or a special resolution which is in writing;
Year	means calendar year.

1.4 Expressions not otherwise defined which are defined in the Companies Acts have the same meaning in these Articles as in those Acts.

1.5 References to an Act of Parliament or Measure of the General Synod are to that Act or Measure as amended or re-enacted from time to time and to any subordinate legislation.

2. OBJECTS

2.1 The Objects of the Company are to benefit the public by promoting and assisting the mission and other work of the Church of England in and beyond the boundaries of the area for the time being known as the Diocese of Peterborough by raising, collecting and expending money in connection with:

2.1.1 training, funding and other support for ministry (both clerical and lay) within the Diocese of Peterborough and in the wider Church of England, Anglican Communion, and other Christian churches with which the Church of England has ecumenical relations or which it otherwise recognises as partners in its mission;

2.1.2 provision of pensions for retired ministers (both clerical and lay) and support for their dependants;

2.1.3 management of investments and historic assets in accordance with the Endowments and Glebe Measure 1976 and otherwise;

2.1.4 support for the work of the Diocesan Board of Education and other trusts and related bodies involved with the work of schools in the Diocese of Peterborough;

2.1.5 support for other charitable trusts established in connection with the work of parishes

and other related bodies throughout the Diocese of Peterborough which are consistent with the Company's registration as a charity with the Commission.

3. POWERS

3.1 The Company has the following powers, which may be exercised only in promoting the Objects:

Function

- 3.1.1 to serve as the financial executive body of the Church of England in the Diocese of Peterborough and to perform, work, and transact business in connection with the Church of England and the Diocese;
- 3.1.2 to act as the Parsonages Board for the Diocese of Peterborough within the meaning of the Repair of Benefice Buildings Measure 1972;

Funds

- 3.1.3 to raise and collect money by allocation from parishes, benefices and deaneries throughout the Diocese of Peterborough;
- 3.1.4 to accept gifts and to raise funds but not by means of Taxable Trading;
- 3.1.5 to borrow money;
- 3.1.6 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts);

Investments and Reserves

- 3.1.7 to set aside money for special purposes or as reserves against future expenditure;
- 3.1.8 to deposit or invest money in any manner (but to invest only after obtaining such advice from a Financial Expert as the Directors consider necessary);
- 3.1.9 to delegate the management of investments to a Financial Expert, but only on terms that the investment policy is set down in writing for the Financial Expert;
- 3.1.10 to subscribe for, take, buy or otherwise acquire, hold, sell, deal in and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.1.11 to lend and advance money or give credit on such terms as may seem expedient and with or without security to others, contracts of indemnity and suretyships of all kinds, and to receive money on deposit or loan upon such terms as the Company may approve;

Joint Working

- 3.1.12 to co-operate with other bodies;
- 3.1.13 to support, administer or set up other charities;
- 3.1.14 to establish or acquire subsidiary companies;
- 3.1.15 to do anything else within the law which promotes or helps to promote the Objects;

- 3.1.16 to employ clergy, lay ministers, and other staff to be involved in pastoral, evangelistic and other aspects of the work and administration of the Church of England within the Diocese of Peterborough;
- 3.1.17 to employ paid or unpaid agents, staff or advisers;
- 3.1.18 to train (or pay for the training of) clergy, candidates for the ministry, lay workers and other paid agents or staff;

Property

- 3.1.19 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Acts, by schemes made under the Mission and Pastoral Measure 2011 and by other relevant legislation);
- 3.1.20 to buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 3.1.21 to borrow and raise money in such manner as the Directors shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 3.1.22 to acquire or hire property of any kind including (but not limited to) parsonage houses to be vested in incumbents of benefices, other housing for occupation by clergy and other clerical and lay ministers, and to repair, improve and maintain the same;

Insurance

- 3.1.23 to insure the property of the Company against any foreseeable risk and take out such other insurance policies as may be appropriate from time to time;
- 3.1.24 to pay for Indemnity Insurance for the Directors.

General

- 3.1.25 to carry out research and to provide advice or information in connection with the work and administration of the Church;
- 3.1.26 to enter into contracts to provide services to or on behalf of other people or bodies in so far as may be consistent with the Objects;
- 3.1.27 to lobby, advertise, publish, educate, examine, research and survey in respect of all matters of religion, law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, effect or advance the Objects in any way;
- 3.1.28 to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.29 to act as a committee of the Diocesan Synod.

4. MEMBERSHIP AND PRESIDENCY

- 4.1 The Company must maintain a register of **Members**.
- 4.2 There shall be a maximum of 40 elected, ex officio or co-opted Members, or such other number as the Members shall by Ordinary Resolution decide, and the following shall be ex officio Members and be entitled to vote:
- the Bishop of Peterborough;
 - the Bishop of Brixworth;
 - the Archdeacon of Northampton;
 - the Archdeacon of Oakham;
 - the Dean of Peterborough.
- 4.3 Not less than 75% of the Members other than the Bishop of Peterborough shall be elected by the Diocesan Synod or by the deanery synods of the Diocese and not less than two-thirds of those Members shall be members of the Diocesan Synod.
- 4.4 Those Members who are clergy shall be elected by the Diocesan Synod following the triennial elections to the Diocesan Synod and those Members who are Laypersons shall be elected by the deanery synods within the Diocese of Peterborough following the triennial elections to those synods and shall serve for three years from the first day of January immediately following their election.
- 4.5 Notwithstanding Article 4.3 a majority of the Members shall be laypersons.
- 4.6 No person who is employed by the Company may be a Member.
- 4.7 Membership is not transferable.
- 4.8 The Bishop of Peterborough for the time being shall be the President of the Company.
- 4.9 Membership is terminated if the Member concerned:
- 4.9.1 dies or becomes bankrupt (if an individual) or goes into receivership;
 - 4.9.2 gives 7 days' notice to the Company in writing;
 - 4.9.3 is disqualified from being nominated, chosen or elected or from serving as a member of any synod under the Church Representation Rules;
 - 4.9.4 is disqualified from being a charity trustee under section 178 of the Charities Act 2011 and the disqualification is not for the time being subject to a waiver by the Charity Commission under section 181 of that Act;
 - 4.9.5 is prohibited from acting as a trustee under the provisions of the Safeguarding Vulnerable Groups Act 2006;
- and any person ceasing to be a Member shall be removed from the Register of Members.
- 4.10 All elected and co-opted Members shall be eligible for re-election or reappointment as the case may be.
- 4.11 A co-opted Member's Membership shall continue for a period of three years from the first day of January immediately following their co-option or for such other period as the Members shall by Ordinary Resolution decide.

5. EXPULSION OF A MEMBER

5.1. If in the reasonable opinion of the Directors, any Member:

5.1.1. is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or

5.1.2. has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

5.1.3. has failed to observe the terms of these Articles.

the Directors may convene a general meeting of the Company to consider a Special Resolution of the Members for the expulsion of such Member.

5.2. Once such Special Resolution is passed, the name of the Member shall be removed from the Register of Members.

5.3. The Member facing expulsion must be given the opportunity to be heard either in writing or in person at the general meeting of the Company as to why his or her Membership should not be terminated.

6. APPOINTMENT OF DIRECTORS

6.1. Methods of Appointing a Director

6.1.1. The Members for the time being shall be the Directors.

6.1.2. Unless otherwise determined by Written Resolution the number of Directors shall be not less than three and not more than 40 or such other numbers as the Members shall by Ordinary Resolution decide. If the number of Directors shall fall below three, the remaining Directors may act (and in default the Members may act) to appoint further Directors as required.

6.2. A Director may not act as a Director unless he or she has signed a written declaration of willingness to act as a charity trustee under the Charities Acts and of eligibility to do so.

6.3. Termination of Director's appointment

6.3.1. A person ceases to be a Director as soon as:

6.3.1.1. that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

6.3.1.2. a bankruptcy order is made against that person;

6.3.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;

6.3.1.4. 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;

- 6.3.1.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 6.3.1.6. resigns by written notice to the Secretary;
- 6.3.1.7. is removed by resolution of the Members present and voting at the general meeting (but only if at least three Members remain in office) after the meeting has invited the views of the Director concerned and considered the matter in light of any such views.

6.4. Directors' remuneration

- 6.4.1. Directors may undertake any services for the Company that the Directors decide.
- 6.4.2. Directors are not entitled to remuneration for their services to the Company as Directors but shall be entitled to such remuneration as the Directors decide for any other service which they undertake for the Company.

6.5. Directors' expenses

- 6.5.1. The Company may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

7. DIRECTORS' GENERAL AUTHORITY

- 7.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7.2 Directors may delegate

- 7.2.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - 7.2.1.1 to such person or committee;
 - 7.2.1.2 by such means (including by power of attorney);
 - 7.2.1.3 to such an extent;
 - 7.2.1.4 in relation to such matters; and
 - 7.2.1.5 on such terms and conditions;as they think fit.
- 7.2.2 The Directors may revoke any delegation in whole or in part, or alter its terms and conditions.
- 7.2.3 Members, Directors and Connected Persons may receive charitable benefits on the same terms as any other beneficiary of the Company.
- 7.2.4 A Member, Director or Connected Person may receive normal stipendiary and pension payments from the Company (or any other body which is funded by the Company) where he or she would otherwise be entitled to such payments in respect of his or her role as a minister (clerical or lay) in the Church of England.

7.3 Committees

7.3.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

7.3.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

8. DECISION-MAKING BY DIRECTORS

8.1 Directors to take decisions collectively

8.1.1 A meeting of the Directors may be held either in person or by suitable means agreed by the Directors in which all participants may communicate with all the other participants.

8.1.2 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 8.2. However, a Written Resolution signed by a majority of the Eligible Directors is as valid as a resolution passed at a meeting. 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.

8.2 Unanimous decisions

8.2.1 A decision of the Directors 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.

8.2.2 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.

8.2.3 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.

8.3 Calling a Directors' meeting

8.3.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.

8.3.2 Notice of any Directors' meeting must indicate:

8.3.2.1 its proposed date and time;

8.3.2.2 where it is to take place; and

8.3.2.3 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.

8.3.3 Notice of a Directors' meeting must be given to each Director (subject to Article 8.3.4), but need not be in writing.

8.3.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

8.4 Participation in Directors' meetings

8.4.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

8.4.1.1 the meeting has been called and takes place in accordance with the Articles, and

8.4.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

8.4.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

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

8.5 Quorum for Directors' meetings

8.5.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

8.5.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than one third of the Directors and must include at least one Layperson and one clergy person.

8.5.3 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:

8.5.3.1 to appoint further Directors, or

8.5.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

8.6 Chairing of Directors' meetings

8.6.1 The Directors may appoint a Director to chair their meetings and a Vice Chair.

8.6.2 The person so appointed as Chair for the time being shall be known as the Chair and the person appointed as Vice Chair for the time being shall be known as the Vice Chair.

8.6.3 The Directors may terminate the Chair's or Vice Chair's appointment at any time.

8.6.4 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the meeting shall be chaired by the Vice Chair, if present, but if not the participating Directors must appoint one of themselves to chair it.

8.7 Casting vote

8.7.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting does not have a casting vote.

8.8 Conflicts of interest

- 8.8.1 If a proposed decision of the Directors is concerned with an actual or possible Conflict, any Conflicted Director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless authorised in accordance with this Article 8.
- 8.8.2 Any authorisation under this Article by the Eligible Directors for a Conflicted Director to participate in the business of a meeting shall be effective only if:
- 8.8.2.1 the matter in question shall have been proposed by any Directors for consideration in the same way as any other matter proposed to the Directors under the provisions of these Articles;
- 8.8.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Conflicted Director; and
- 8.8.2.3 the matter was agreed without the Conflicted Director voting or would have been agreed if the Conflicted Director's vote had not been counted.
- 8.9 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- 8.9.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 8.9.2 provide that the Conflicted Director be excluded from the receipt of documents and information and from participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- 8.9.3 provide that the Conflicted Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
- 8.9.4 impose upon the Conflicted Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
- 8.9.5 permit the Conflicted Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 8.10 Where the Directors authorise a Conflict, the Conflicted Director shall be obliged to conduct himself or herself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 8.11 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Conflicted Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 8.12 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he or she derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

- 8.13 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006, and provided he or she has declared the nature and extent of his or her interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 8.13.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 8.13.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he or she is interested;
 - 8.13.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 8.13.4 may act by himself or herself or his or her firm in a professional capacity for the Company (otherwise than as auditor) and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a Director;
 - 8.13.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - 8.13.6 shall not, save as he or she may otherwise agree, be accountable to the Company for any benefit which he or she (or a person connected with him or her (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his or her duty under section 176 of the Act.

9. RECORDS AND ACCOUNTS

- 9.1 Directors must comply with the requirements of the Companies Acts and of the Charities Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
- 9.1.1 annual returns;
 - 9.1.2 annual reports;
 - 9.1.3 annual statements of account; and
 - 9.1.4 a register of People with Significant Control.
- 9.2 The Directors must also keep records of:
- 9.2.1 all proceedings at meetings of the Directors;
 - 9.2.2 all resolutions in writing;
 - 9.2.3 all reports of committees; and
 - 9.2.4 all professional advice obtained.

9.3 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time by prior appointment during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.

9.4 Except as provided by law or authorised by Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounts or other records or documents merely by virtue of being a Member.

10. GENERAL MEETINGS

10.1 Members are entitled to attend general meetings in person.

10.2 General meetings are called on at least 7 and not more than 21 clear days' written notice indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution.

10.3 A general meeting may be called by the Chair or the Vice-Chair at any time and must be called within 28 days of a written request from 25% or more Members.

10.4 There is a quorum at a general meeting if the number of Members present in person is at least one third of the Membership.

10.5 The chair at a general meeting is to be taken by the Chair or in his or her absence the Vice-Chair or in the absence of both by a Member appointed as Chair for that meeting.

10.6 Except where otherwise provided by the Articles or the Companies Acts, every issue is to be decided by Ordinary Resolution.

10.7 Every Member present in person has one vote on each issue.

10.8 Except where otherwise provided by the Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting.

10.9 The Company shall hold an annual general meeting each year at not more than fifteen month intervals.

10.10 Members must annually:

10.10.1 receive the accounts of the Company for the previous Financial Year;

10.10.2 receive a written report on the Company's activities;

10.10.3 appoint auditors for the Company.

11. LIMITED LIABILITY

11.1 The liability of Members is limited.

12. GUARANTEE

12.1 Every Member promises, if the Company is dissolved while he or she remains a Member or within one year after he or she ceases to be a Member, to pay £1 towards:

12.1.1 payment of those debts and liabilities of the Company incurred before he or she ceased to be a Member;

12.1.2 payment of the costs, charges and expenses of winding up; and

12.1.3 the adjustment of rights of contributors among themselves.

13. COMMUNICATIONS

13.1 Notices and other documents to be served on Members or Directors or by the Company under the Articles or the Companies Act may be served:

13.1.1 by hand;

13.1.2 by post;

13.1.3 by Electronic Means including by publication on the Company's website provided such publication has itself been notified to Members by email or other means.

13.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

13.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

13.3.1 24 hours after being sent by Electronic Means, posted on the Company's website or delivered by hand to the relevant address;

13.3.2 two Clear Days after being sent by first class post to that address;

13.3.3 three Clear Days after being sent by second class or overseas post to that address;

13.3.4 immediately on being handed to the recipient personally;

or, if earlier,

13.3.5 as soon as the recipient acknowledges actual receipt.

13.4 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

14. DISSOLUTION

14.1 The Members may at any time before, and in expectation of the dissolution of the Company resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution be applied or transferred in any of the following ways:

14.1.1 directly for the Objects; or

14.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

14.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

14.2 Subject to any such resolution of the Members of the Company the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:

14.2.1 directly for the Objects; or

14.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

14.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

14.3 In no circumstances shall the net assets of the Company be paid to or distributed among the Members of the Company.

15. INDEMNITY

15.1 In this Article:

15.1.1 a “Relevant Director” means any Director or former Director of the Company;

15.1.2 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, or any pension fund or employees’ share scheme of the Company.

15.2 The Directors 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.

15.3 Subject to Article 15.2 a Relevant Director of the Company or an associated company may be indemnified out of the Company’s assets against—

15.3.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

15.3.2 any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);

15.3.3 any other liability incurred by that Director as an officer of the Company.

This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.