

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
DORCHESTER COMMUNITY PLAYS ASSOCIATION
(Company registration number: 07369993. Charity registration number: 1140952)

1. The Company's name is Dorchester Community Plays Association ("the Charity")

Interpretation

- 2.1 In the Articles the following expressions have the following meanings:-

“address”	a postal address or for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;
“Articles”	these articles as varied or replaced from time to time;
“Charities Act”	the Charities Act 1993 as amended;
“clear days”	in relation to the period of a notice a period excluding:- the day when the notice is given or is deemed to be given; and the day for which it is given or on which it is deemed to take effect;
“the Commission”	the Charity Commission for England and Wales;
“Companies Acts”	the Companies Acts as defined in section 2 of the Companies Act 2006 in so far as they apply to the Charity;
“Connected Person”	in respect of any Director:- (1) a child, parent, grandchild, grandparent, brother or sister of that Director; or (2) the spouse or civil partner of that Director or of any person falling within category (1) above; or (3) a person carrying on business in partnership with that Director or with any person falling within categories (1) or (2) above; or

- (4) an institution which is controlled by that Director or any person falling within categories (1), (2) or (3) above (or by two or more of such persons when taken together); or
- (5) a body corporate in which that Director or any person falling within categories (1), (2) or (3) above has a substantial interest (or where two or more such persons taken together have a substantial interest);

“the Directors”	the directors of the Charity who are charity trustees as defined by section 97 of the Charities Act (and “the Director” means any one of them);
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“Member”	a member of the Charity; and
“Objects”	the objects set out in clause 4

2.2 In the Articles unless the context otherwise requires:-

- 2.2.1 words importing one gender shall include all genders and the singular shall include the plural and vice versa;
- 2.2.2 words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity;
- 2.2.3 a reference to a clause or sub-clause is a reference to an article or sub-article in the Articles; and
- 2.2.4 apart from the exception mentioned in the clause 2.2.2 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of Members

- 3.1 The liability of the Members is limited.

- 3.2 Every Member promises if the Charity is dissolved while he is a Member or within twelve months after he ceases to be a Member to contribute such sum not exceeding £2 as may be demanded of him towards the payment of the debts and liabilities of the Charity incurred before he ceases to be a Member and of the costs charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

4. Objects

The Charity's objects are specifically restricted to the following:-

to advance the education of the public in the performing arts and to further the development of public appreciation and taste in the said arts particularly by the production of educational plays and musicals

5. Powers

The Charity has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular the Charity has power to:-

- 5.1 raise funds. In doing so the Charity must not undertake any substantial permanent trading activity and must comply with any statutory regulations;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
- 5.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power the Charity must comply as appropriate with sections 36 and 37 of the Charities Act;
- 5.4 borrow money and charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act if it wishes to mortgage land;
- 5.5 co-operate with other charities voluntary bodies and statutory authorities and exchange information and advice with them;
- 5.6 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.7 acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;

- 5.8 set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.9 employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause;
 - 5.10. 5.10.1 deposit or invest funds;
 - 5.10.2 employ a professional fund manager; and
 - 5.10.3 arrange for the investments or other property of the Charity to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - 5.11 provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act; and
 - 5.12 pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.
6. Application of income and property
- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
 - 6.2 A Director:-
 - 6.2.1 is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity;
 - 6.2.2 may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act; and
 - 6.2.3 may receive an indemnity from the Charity in the circumstances specified in clause 55.
 - 6.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Director receiving:-

- 6.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; or
 - 6.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.4 No Director or Connected Person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity (but this does not exclude a Director from the benefits detailed in clause 6.2).

7. Members

- 7.1 The subscribers to the memorandum are the first Members.
- 7.2 Membership is open to other individuals or organisations who:-
- 7.2.1 apply to the Charity in the form required by the Directors; and
 - 7.2.2 are approved by the Directors.
- 7.3.1 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 7.3.2 The Directors must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
- 7.3.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 7.4 Membership is not transferable.

7.5 The Directors must keep a register of names and addresses of Members.

Termination of Membership

8. Membership is terminated if:-
- 8.1 the Member dies or if it is an organisation ceases to exist;
 - 8.2 the Member resigns by written notice to the Charity unless after the resignation there would be only one Member;

- 8.3 any sum due to the Charity is not paid in full within six months of its falling due and the Directors so decide;
- 8.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his membership be terminated. A resolution to terminate membership may be passed only if:-
 - 8.4.1 the Member has been given at least twenty-one days' notice of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 8.4.2 the Member or, at the option of the member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

General Meetings

- 9.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 9.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 10. The Directors may call a general meeting at any time.

Notice of General Meetings

- 11.1 The minimum periods of notice to hold a general meeting of the Charity are:-
 - 11.1.1 twenty-one clear days for an annual general meeting or for a general meeting called for the passing of a special resolution; and
 - 11.1.2 fourteen clear days for all other meetings.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% percent of the total voting rights.
- 11.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and clause 19.

12. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive a notice of the meeting did not receive it because of an accidental omission of the Charity.

Proceedings at general meetings

- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A quorum is the greater of two Members or one tenth of the membership at the time present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 13.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.1 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 be adjourned to such time and place as the Directors shall determine.
- 14.2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 15.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 15.2 If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting,
- 15.3 If there is only one Director present and willing to act he shall chair the meeting.
- 15.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy must choose one of their number to chair the meeting.
- 16.1 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- 16.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 16.4 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 17.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, a show of hands a poll is demanded:-
- 17.1.1 by the person chairing the meeting; or
- 17.1.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
- 17.1.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 17.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 17.3 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of the votes cast need not be recorded.
- 17.4 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 17.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 17.6 A poll must be taken as the person who is chairing the meeting directs who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 17.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- 17.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 17.10 The poll must be taken within thirty days after it has been demanded.
- 17.11 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.
- 17.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 18.1 Proxies may be validly appointed only by a notice in writing (“a proxy notice”) which:-
 - 18.1.1 states the name and address of the Member appointing the proxy;
 - 18.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 18.1.3 is signed by or on behalf of the Member appointing the proxy or is authenticated in such manner as the Directors may determine;
 - 18.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 18.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 18.3 Proxy notices may specify how the proxy appointed under them is to vote (or that proxy is to abstain from voting) on one or more resolutions.
- 18.4 Unless a proxy notice states otherwise it must be treated as:-
 - 18.4.1 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
 - 18.4.2 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.

Delivery of proxy notices

- 19.1 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 Charity by or on behalf of that person.
- 19.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 19.3 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.
- 19.4 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 on the appointor's behalf.

Written resolutions

- 20.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
 - 20.1.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 20.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution;and
 - 20.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.
- 20.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 20.3 In the case of a Member that is an organisation its authorised representative may signify its agreement.

Votes of Members

21. Every Member whether an individual or an organisation shall have one vote.

22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23.1 Any organisation that is a Member may nominate any person to act as its representative at any meeting of the Charity.
- 23.2 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 23.3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked as the case may be. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation or his authority properly revoked.

Directors

- 24.1 A Director shall be a natural person aged sixteen years or more.
- 24.2 No one may be appointed a Director if he would be disqualified from acting under the provisions of clause 36.
25. The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first Directors shall be those persons notified to Companies House as first directors of the Charity.
27. A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

Powers of Directors

- 28.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the statute, the Articles or any special resolution.

- 28.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 28.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement of Directors

29. At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or if their number is not three, or a multiple of three, the number nearest to one third, must retire from office. If there is only one Director he must retire.
- 30.1 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 30.2 If a Director is required to retire at an annual general meeting by a provision of the Articles the requirement shall take effect upon the conclusion of the meeting.

Appointment of Directors

31. The Charity may by ordinary resolution:-
- 31.1 appoint a person who is willing to act to be a Director; and
 - 31.2 determine the rotation in which any additional Directors are to retire.
32. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:-
- 32.1 he is recommended for election by the Directors: or
 - 32.2 not less than seven days before the date of the meeting the Charity is given a notice which:-
 - 32.2.1 is signed by a Member entitled to vote at the meeting;
 - 32.2.2 states the Member's intention to propose the appointment of a person as a Director;

32.2.3 contains the full names, residential address, date of birth and nationality of the person proposed for appointment; and

32.2.4 is signed by the person who is to be proposed to indicate his willingness to be appointed.

33.1 In the circumstances mentioned in clause 32.1 and where practicable in the circumstances mentioned in clause 32.2 notice of the resolution to appoint a person to be a Director must be contained in the notice of the meeting.

33.2 If in the circumstances mentioned in clause 32.2 it is not practicable to include the notice of the resolution to appoint a person to be a Director in the notice of the meeting the Directors must use reasonable endeavours to bring to the attention of all those entitled to notice of the meeting at which the resolution is to be proposed that such resolution is to be put to the meeting.

34.1 The Directors may appoint a person who is willing to act to be a Director.

34.2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

35. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors

36. A Director shall cease to hold office if he or she:-

36.1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;

36.2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act (or by any statutory re-enactment or modification of that provision);

36.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his affairs;

- 36.4 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- 36.5 is absent without the permission of the other Directors from all their meetings held within a period of six consecutive months and the other Directors resolve that his office be vacated.

Remuneration of Directors

- 37. The Directors must not be paid any remuneration.

Proceedings of Directors

- 38.1 The Directors may regulate their proceedings as they think fit subject to the provisions of the Articles.
- 38.2 Any Director may call a meeting of the Directors.
- 38.3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 38.4 Questions arising at a meeting shall be decided by a majority of the votes.
- 38.5 In the case of an equality of votes the person who is chairing the meeting shall have a second or casting vote.
- 38.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 39.1 No decision may be made at a meeting of the Directors unless a quorum is either physically present or participating in a meeting authorised by clause 38.6.
- 39.2 The quorum shall be two or the number nearest to one-third of the number of Directors whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 39.3 A Director shall not be counted in the quorum present when any decision is made about a matter on which that Director is not entitled to vote.
- 40. If the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

- 41.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such an appointment.
- 41.2 If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting the Directors present may appoint one of their number to chair that meeting
- 41.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him by the Directors.
- 42.1 A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of the meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or as the case may be at a committee of the Directors duly convened and held provided that:-
- 42.1.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 42.1.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.
- 42.2 The resolution in writing may comprise several documents containing the text of of the resolution in like form to each of which one or more Directors has signified his agreement.

Delegation

- 43.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 43.2 The Directors may impose conditions when delegating including conditions that:-
- 43.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
- 43.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- 43.3 The Directors may revoke or alter a delegation.
- 43.4 All acts or proceedings of any committees must be fully and promptly reported to the Directors.

Declaration of Directors' interests

44. A Director must declare the nature and extent of any interest, direct or indirect, which he 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 Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

Conflict of interests

- 45.1 If a conflict of interest arises for a Director 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 Directors may authorise such a conflict of interests where the following conditions apply:-
- 45.1.1 the conflicted Director is absent from that part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - 45.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - 45.1.3 the unconflicted Directors consider it to be in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 45.2 In this clause a conflict of interest arising because of a duty of loyalty owed to another organisation or person refers only to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

Validity of Directors' decisions

- 46.1 Subject to clause 46.2 all acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director who:-
- 46.1.1 was disqualified from holding office;

46.1.2 had previously retired or had been obliged by the Articles to vacate office; or

46.1.3 was not entitled to vote on the matter whether by reason of a conflict of interests or otherwise

if without:-

46.1.4 the vote of that Director; or

46.1.5 that Director being counted in the quorum

the decision had been made by a majority of the Directors at a quorate meeting.

46.2 Clause 46.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee of Directors if but for clause 46.1 the resolution would have been void or if the Director had not complied with clause 44.

Minutes

47. The Directors must keep minutes of all:-

47.1 appointments of officers made by the Directors;

47.2 proceedings at meetings of the Charity; and

47.3 meetings of the Directors and committees of Directors including:-

47.3.1 the names of the Directors present at the meeting;

47.3.2 the decisions made at the meeting; and

47.3.3 where appropriate the reasons for the decisions.

Accounts

48.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. 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.

48.2 The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

49.1 The Directors must comply with the requirements of the Charities Act with regard to the preparation and transmission to the Commission of:-

49.1.1 statements of account;

49.1.2 an annual report; and

49.1.3 an annual return.

49.2 The Directors must notify the Commission promptly of any changes to be made to the Charity's entry on the Central Register of Charities.

Means of communication to be used

50.1 Subject to the Articles anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which 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.

50.2 Subject to the Articles any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors 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.

51. Any notice to be given to or by any person pursuant to the Articles:-

51.1 must be in writing; or

51.2 must be given in electronic form.

52.1 The Charity may give any notice to a Member either:-

52.1 personally; or

52.2 by sending it by post in a pre-paid envelope addressed to the Member at his or her address; or

52.3 by leaving it at the address of the Member; or

52.4 by giving it in electronic form to the Member's address.

- 52.2 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.
53. 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.
- 54.1 Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given.
- 54.2 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- 54.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-
- 54.3.1 forty-eight hours after the envelope containing it was posted (but disregarding any period of twenty-four hours which is a Saturday, Sunday or bank holiday); or
- 54.3.2 in the case of an electronic form of communication, forty-eight hours after it was sent.

Indemnity

55. The Charity shall indemnify any Director or former Director against any liability properly incurred by him in the capacity of a Director to the extent permitted by sections 232 to 234 of the Companies Act 2006.

Rules

- 56.1 The Directors 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.
- 56.2 The rules may regulate the following matters but are not restricted to them:-
- 56.2.1 the admission of persons and organisations as Members and the rights and privileges of such Members and the entrance fees subscriptions and other fees or payments to be made by Members;
- 56.2.2 the conduct of Members in relation to one another and to the Charity's employees and volunteers.

- 56.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular times or times or for any particular purposes;
- 56.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
- 56.2.5 generally all such other matters as are commonly the subject of company rules.
- 56.3 The Charity in general meeting has the power to alter, add to or repeal the rules.
- 56.4 The Directors must adopt such means as they think sufficient to bring the rules to the notice to Members.
- 56.5 The rules shall be binding on all Members. No rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.

Dissolution

- 57.1 The Members may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid or provision has been made for them shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:-
 - 57.1.1 directly for the Objects; or
 - 57.1.2 by transfer to any charity or charities for purposes similar to the Objects;
or
 - 57.1.3 to any charity or charities for particular purposes that fall within the Objects.
- 57.2 Subject to any such resolution of the Members the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid or provision made for them shall on or before dissolution of the Charity be applied or transferred:-
 - 57.2.1 directly for the Objects; or
 - 57.2.2 by transfer to any charity or charities for purposes similar to the Objects;
or
 - 57.2.3 to any charity or charities for particular purposes that fall within the Objects.

57.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with clause 57.1 is passed by the Members or in accordance with clause 57.2 by the Directors the net assets of the Charity shall be applied for such charitable purposes as are directed by the Court or the Commission.