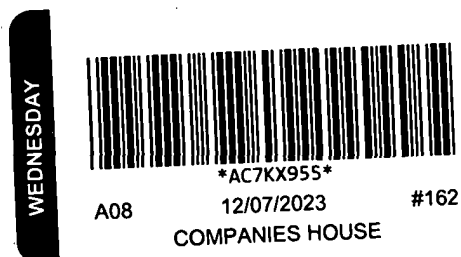

THE COMPANIES ACT 2006
CHARITABLE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
ADDITIONAL CURATES SOCIETY



 **SHAKESPEAREMARTINEAU**

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THE COMPANIES ACT 2006

CHARITABLE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ADDITIONAL CURATES SOCIETY

Adopted by special resolution passed on

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

- | | |
|----------------------------|--|
| Act: | means the Companies Act 2006; |
| Articles: | means the Charity's articles of association for the time being in force; |
| Business Day: | means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business; |
| Charities Act: | means the Charities Act 2011; |
| Charity: | means Additional Curates Society, which is a charitable company regulated by the Articles; |
| Charity Commission: | means the Charity Commission for England and Wales; |
| Circulation Date: | in relation to a written resolution, has the meaning given to it in the Act; |
| Clear Days: | in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect; |
| Connected Person: | means any person falling within one of the following categories: <ul style="list-style-type: none">(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or(b) the spouse or civil partner of any person in (a); or(c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or(d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together; |

- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

Director: means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Financial Expert: means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;

Member: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

Objects: means the objects of the Charity as stated in article 2;

Special Resolution: has the meaning given in section 283 of the Act;

United Kingdom: means Great Britain and Northern Ireland; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.5.1 any subordinate legislation from time to time made under it; and

1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

- 1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- 1.7 The Model Articles shall not apply to the Charity.

2. OBJECTS

The objects for which the Charity are established are:

- 2.1 To maintain or assist in the maintenance of additional Clergy in parishes or districts in the provinces of Canterbury, York and Wales (hereinafter called "the primary object") and, in so far as the same may properly be done by an association established for charitable purposes only but not otherwise.
- 2.2 To support or assist in supporting Clergy for poor and populous parishes in the provinces of Canterbury, York and Wales.
- 2.3 To make annual grants of money towards the maintenance of additional Clergy in those parishes or districts in the provinces of Canterbury, York and Wales which shall appear to be most in need of such assistance.
- 2.4 To receive any sums of money or investments subscribed or given for the specific purpose of supplying the spiritual wants of a particular parish or district whether such sums be offered from such parish or district or from any other quarter.

3. POWERS

In pursuance of the Objects, but not further or otherwise the Charity has the power to:

- 3.1 To purchase, take on lease or in exchange, hire or acquire, by way of devise bequest, gift or otherwise, any real or personal property and any rights or privileges necessary or convenient for the promotion of the primary object and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- 3.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects.
- 3.3 To undertake and execute any trusts which may lawfully be undertaken by the Charity and incidental to the attainment of the primary object.
- 3.4 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 3.5 To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 3.6 To establish and support or aid in the establishment and support of any charitable associations or institutions having objects similar to the primary object and to subscribe or guarantee money for charitable purposes similar to the purposes of the Charity.
- 3.7 To do all such other things as are incidental or the Charity may think conducive to the attainment of the above objects or any of them.

Provided that the Charity shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Charity would make it a Trade Union.

4. APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Charity, whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Charity.
- 4.2 Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Charity, or to any member of the Charity, in return for any services actually rendered to the Charity, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Charity; but that no Director of the Charity shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any Director, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Charity; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Director may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. WINDING UP

- 5.1 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4.1 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

6. LIABILITY OF MEMBERS

- 6.1 The liability of the members is limited.
- 6.2 Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding five pounds.

7. MEMBERS

- 7.1 The Directors from time to time shall be the only Members. A Director shall become a Member on becoming a Director.
- 7.2 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.
- 7.3 Membership is not transferable.
- 7.4 The maximum number of members shall be 12

8. TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member if they:

8.1 cease to be a Director; or

8.2 die.

9. GENERAL MEETINGS OF MEMBERS

9.1 The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.

9.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Charity.

9.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is three Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

9.4 A Member is entitled to appoint another person as their proxy, in accordance with the Act, to exercise all or any of their rights to attend and to speak and vote at a meeting of the Charity.

9.5 The chair of Directors shall chair general meetings of the Charity or, if they are absent, the vice-chair of Directors shall act as chair. If neither the chair nor the vice-chair of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.

9.6 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

9.7 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.

9.8 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.

9.9 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

10. WRITTEN RESOLUTIONS

10.1 Subject to article 10.4, a written resolution of the Members passed in accordance with this article 10 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

10.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or

10.1.2 as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.

10.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

10.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.

- 10.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 10.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 10.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 10.6.1 if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
- 10.6.2 if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 10.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 10.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 10.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 10.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

11. DIRECTORS

- 11.1 The number of Directors shall be determined in accordance with article 7.4.
- 11.2 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

12. POWERS OF DIRECTORS

- 12.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 12.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.
- 12.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

13. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 13.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by resolution of the Directors.
- 13.2 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

- 13.3 Directors appointed under these articles shall serve for a term of three years, at the end of which they shall retire.
- 13.4 Subject to article 13.5, a Director shall be eligible for reappointment by the Directors for up to a further three terms, each of three years.
- 13.5 No Director shall serve for more than nine consecutive years, unless the Directors consider it would be in the best interests of the Charity for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if they:

- 14.1 are removed by ordinary resolution of the Charity pursuant to the Act;
- 14.2 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
- 14.3 are disqualified from acting as a charity trustee by virtue of the Charities Act;
- 14.4 cease to be a Member of the Charity;
- 14.5 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- 14.6 in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 14.7 resign by one month's written notice to the Charity;
- 14.8 are absent from five consecutive meetings of the Directors without the permission of the Directors, and the Directors resolve that their office be vacated;
- 14.9 are removed from office by a resolution of the Directors that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:
- 14.9.1 the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
- 14.9.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

15. PROCEEDINGS OF DIRECTORS

- 15.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 15.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:
- 15.2.1 the appointment of any such Director or person acting as a Director was defective; or
- 15.2.2 any or all of them were disqualified; or

15.2.3 any or all of them were not entitled to vote on the matter.

16. CALLING A DIRECTORS' MEETING

16.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

16.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

16.2.1 the time, date and place of the meeting;

16.2.2 the general particulars of the business to be considered at the meeting; and

16.2.3 if it is anticipated that the 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.

17. PARTICIPATION IN DIRECTORS' MEETINGS

17.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

17.2 If all the Directors participating in the 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.

18. QUORUM FOR DIRECTORS' MEETINGS

18.1 The quorum for Directors' meetings shall be six Directors or one-half of the Directors (rounded up) whichever is the greater.

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

18.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

19. CHAIRING DIRECTORS' MEETINGS

19.1 The Directors shall appoint one of their number as chair of Directors for a term of one year, although that term may be renewed or extended to a maximum period of five consecutive years. On expiry of five consecutive years the chair shall be re-eligible for appointment as chair after one year has passed since they originally held office. On the same basis, the Directors may also appoint one of their number as vice-chair of Directors.

19.2 If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

20. DECISION-MAKING BY DIRECTORS

20.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 21.

20.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

21. UNANIMOUS DECISIONS BY DIRECTORS

- 21.1 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.
- 21.2 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.
- 21.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 21.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

22. DELEGATION BY DIRECTORS

- 22.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.
- 22.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.
- 22.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:
 - 22.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
 - 22.3.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 22.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.
- 22.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall 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.
- 22.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 22.7 The Directors may revoke or alter a delegation.
- 22.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

23. CONFLICTS OF INTEREST

- 23.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have 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.
- 23.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 23.3 If a conflict of interests 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:

- 23.3.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 23.3.2 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
- 23.3.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article 23.3 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.

24. SECRETARY

- 24.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.
- 24.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

25. CHANGE OF COMPANY NAME

The name of the Company may be changed by:

- 25.1 decision of the Directors; or
 - 25.2 a Special Resolution of the Members,
- or otherwise in accordance with the Act.

26. MINUTES

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- 26.1 minutes of proceedings at general meetings;
- 26.2 minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- 26.3 copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- 26.4 particulars of appointments of officers made by the Directors.

27. SEAL

- 27.1 The seal, if any, may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.
- 27.2 The Directors may determine by what means and in what form the seal is to be used.
- 27.3 Unless otherwise decided by the Directors, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 27.4 For the purposes of this Article, an authorised person is:

- 27.4.1 any Director;
- 27.4.2 the secretary (if any); or
- 27.4.3 any person authorised by the Directors for the purpose of signing documents to which the seal is applied.

28. RECORDS AND ACCOUNTS

- 28.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 28.1.1 annual reports;
- 28.1.2 annual returns; and
- 28.1.3 annual statements of account.

- 28.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 28.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

29. COMMUNICATIONS

- 29.1 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.
- 29.2 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.
- 29.3 A Director may agree with the Charity that notices or documents sent to that Director in an electronic form are to be deemed to have been received within 24 hours.

30. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

31. INDEMNITY

- 31.1 Subject to article 31.2, but without prejudice to any indemnity to which they may otherwise be entitled:
 - 31.1.1 every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
 - 31.1.2 every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

- 31.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.