

THE COMPANIES ACTS

TUESDAY



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24/10/2017

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COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association

of

THE HORSE TRUST, company number 347417

(Amended by Special Resolutions passed on 12th July 1949

26th January 1978, 15th July 1999, 3rd October 2001, 13th June 2013 and 20th September 2017)

GENERAL

- 1.1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
"The Act":	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Trust; and any subsequent modifications.
"Address":	includes a number or address used for the purposes of sending or receiving documents by Electronic Means.
"Annual General Meeting":	means an annual general meeting of the Trust.
"These Articles":	These Articles of Association.
"Board":	the Trustees for the time being of the Trust meeting as a board in accordance with the terms of these Articles.
"Chairman":	the Chairman of the Board elected in accordance with Article 87 from time to time.
"Chief Executive":	the Chief Executive for the time being appointed by the Board in accordance with these Articles.
"Circulation Date":	in relation to a written resolution, has the meaning given to it in the Act.
"Clear Days":	in relation to the period of a notice, that period excluding the day when the notice is given or deemed

	to be given and the day for which it is given or on which it is to take effect.
"Commission":	the Charity Commission for England and Wales or any body succeeding to the powers and responsibilities of the Charities Commission for England and Wales from time to time.
"Conflict of Interest":	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Trust.
"Deputy Chairman":	the Deputy Chairman of the Board elected in accordance with Article 87 from time to time.
"Electronic Form" and "Electronic Means":	have the meanings respectively given to them in Section 1168 of the Companies Act 2006.
"Finance and Investment Sub-committee":	the Sub-committee formed and organized in accordance with Article 97.1.
"Financial Expert":	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000.
"Home of Rest":	that sanctuary maintained by the Trust at its principal premises in order to fulfil the objects set out in these Articles and known as "The Horse Trust's Home of Rest for Horses".
"horse":	any horse, stallion, gelding, colt, mare, filly, mule, pony, hinny and donkey and "horses" shall mean more than one horse.
"Month":	calendar month.
"Objects":	the objects of the Trust as set out in these Articles.
"Office":	the registered office of the Trust.
"Research Advisory Panel":	the Sub-committee formed and organised in accordance with Article 97.2.
"Seal":	the common seal of the Trust.
"The Secretary":	the Secretary of the Trust appointed in accordance with the Act.
"Sub-committee":	a sub-committee of the Trust formed and organized in accordance with these Articles.
"The Trust":	the Horse Trust.

“Trustee”: any person holding office as a Trustee of the Trust in accordance with these Articles from time to time.

“Writing”: 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. Words importing the singular number only shall include the plural number, and vice versa.

1.3. Words importing the masculine gender only shall include the feminine gender; and

1.4. Words importing persons shall include corporations.

1.5. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. The name of the Company (hereinafter called “the Trust”) is “THE HORSE TRUST”.

3. The registered office of the Trust will be situate in England.

OBJECTS

4. The objects for which the Trust is established are:-

4.1. For the benefit of the public to relieve the suffering and/or improve the health and welfare of horses in need of care and attention and, in particular, to provide and maintain the Home of Rest to offer sanctuary, whether on a temporary or “respite” basis or permanently, in particular (but without limitation) for:

4.1.1. horses who have served the public benefit as military or police horses, or otherwise in a public service or charitable context have been working horses dedicated to the public benefit, and whose maintenance and care would otherwise be an expense on public or other charitable funds; and

4.1.2. horses who have an urgent or particular need for specialised and expert care as a result of injury, cruelty or neglect; and

4.1.3. horses with a particular status, nature or suitability to the furtherance of the other Objects of the Trust set out herein.

4.2. To educate the public in matters pertaining to horse care and welfare in general and the prevention of cruelty and suffering and/or improvement of health and welfare among horses by means including

4.2.1. engaging with the public on equine care and welfare, recruiting supporters and providing an experiential, educational resource for the public (both at the Home of Rest as a visitor attraction and in other formats or media);

- 4.2.2. researching, developing and delivering training materials and courses for delivery to the public, including professionals and public sector and charity employees working in fields relating to horses and the protection of horses, and horse owners.
- 4.2.3. engaging the public and participating in public discourse and membership of relevant bodies.
- 4.3. For the benefit of the public to relieve the suffering and/or improve the health and welfare of horses and to advance the education of the public (and particularly of *professionals in relevant disciplines*) on the science and veterinary care of and/or relevant to horses by promotion and funding (by way of research and grant funding, endowment or sponsorship in whatever form) of all forms of what the Trustees from time to time consider to be ethical, non-invasive research into or relating to those subjects and participating in the publication of the useful results.

POWERS

- 5. In addition to any other powers it may have, the Trust has the following powers in order to further the Objects (but not for any other purpose):
 - 5.1. to raise funds. In doing so, the Trust must not undertake any substantial permanent trading activity save in accordance with Article 5.23 and must comply with any relevant statutory regulations;
 - 5.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, develop and equip it for use;
 - 5.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 117 to 123 and 129 of the Charities Act 2011;
 - 5.4. to receive donations endowments, subscriptions and legacies for the purposes of the Trust.
 - 5.5. to accept any gift of property (real or personal), whether subject to any trust or not, for any one or more of the objects of the Trust.
 - 5.6. to take steps by personal or written appeals, public meetings, advertisements or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Trust.
 - 5.7. to collect, index and disseminate by publication or otherwise such information as may be necessary or desirable for the promotion of the objects of the Trust or any of them.
 - 5.8. to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents and grants to former employees and their dependents in case of need.
 - 5.9. to make grants, donations or loans of money and to give or receive guarantees;
 - 5.10. to negotiate, make, accept, discount or otherwise deal in any negotiable instruments;

- 5.11. to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed. The Trust must comply as appropriate with sections 124 to 126 and 129 of the Charities Act 2011 if it wishes to mortgage land;
- 5.12. to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them;
- 5.13. to promote or carry out research and publish the useful results;
- 5.14. alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake provide or procure the provision of counselling and guidance;
- 5.15. provide or procure the provision of advice;
- 5.16. to publish and distribute information and hold meetings, lectures and conferences;
- 5.17. to carry out the objects whether as principal or agent and whether alone or with others;
- 5.18. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.19. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 5.20. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.21. to:
 - 5.21.1. deposit or invest funds;
 - 5.21.2. employ a professional fund-manager; and
 - 5.21.3. arrange for the investments or other property of the Trust 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;
- 5.22. to provide indemnity insurance for the Trustees or any other officer of the Trust in relation to any such liability as is mentioned in Article 6, but subject to the restrictions specified in Articles 7 and 8;
- 5.23. to trade in the course of carrying out the objects of the Trust and carry on any other trade which is not expected to give rise to taxable profits
- 5.24. to incorporate subsidiary companies to carry on any trade;
- 5.25. to undertake and execute charitable trusts;
- 5.26. to insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required;
- 5.27. to do all such other lawful things as are necessary for the achievement of the Objects.

6. The liabilities referred to in Article 5.22 above are:
 - 6.1. any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Trust;
 - 6.2. the liability to make a contribution to the Trust's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
7. The following liabilities are excluded from Article 5.22:
 - 7.1. fines;
 - 7.2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - 7.3. liabilities to the Trust that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Trust or about which the person concerned did not care whether it was in the best interests of the Trust or not.
8. There is excluded from Article 5.22 any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Trust (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Trust would avoid going into insolvent liquidation.

LIMITED LIABILITY AND APPLICATION OF INCOME AND ASSETS

9. The income and property of the Trust shall be applied solely towards the promotion of its objects 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 members of the Trust and except as hereinafter expressly provided no member of its Board shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust save only as expressly authorized in (and in accordance with the terms of) these Articles.
10. The liability of the members is limited.
11. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10.00
12. The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied or transferred in any of the following ways:

- 12.1. directly for the Objects; or
 - 12.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 12.3. to any charity for use for particular purposes that fall within the Objects.
13. Subject to any such resolution of the members of the Trust, the Trustees of the Trust may at any time before and in expectation of its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Trust be applied or transferred:
- 13.1. directly for the Objects; or
 - 13.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 13.3. to any charity or charities for use for particular purposes that fall within the Objects.
14. In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Trust shall be applied for charitable purposes as directed by the court or the Commission.

RESTRICTION ON PAYMENTS TO TRUSTEES

15. A Trustee is entitled to be reimbursed from the property of the Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Trust.
16. Subject to the provisions of these Articles, a Trustee may benefit from trustee indemnity insurance cover purchased at the Trust's expense.
17. A Trustee or Connected Person may take part in the normal trading or fundraising activities of the Trust on the same terms as members of the public generally and may further purchase at cost price items of staff equipment or uniform for use by the Trustee and/or Connected Persons in representing or promoting the Trust and its activities.
18. No Trustee or Connected Person may be employed by or receive any remuneration in respect of any contract of employment from the Trust save only where the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes. For the avoidance of doubt the terms of this Article 18 shall not prevent the sale of services to the Trust by a Trustee or Connected Person in accordance with and subject to the provisions of Article 19.
19. No Trustee or Connected Person may:
- 19.1. buy any goods or services from the Trust;
 - 19.2. sell goods, services, or any interest in land to the Trust;
 - 19.3. receive any other financial benefit from the Trust;

unless:

- 19.3.1. the payment or transaction is permitted by Articles 15 to 17; or
- 19.3.2. the payment or transaction is permitted by Article 18 or Articles 20 to 24 and the Trustees follow the procedure and observe the conditions set out in Article 25; or
- 19.3.3. the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this Article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

- 20. Subject to Article 25 a Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Trust.
- 21. Subject to Article 25 a Trustee or Connected Person may provide the Trust with goods that are not supplied in connection with services provided to the Trust by the Trustee or Connected Person.
- 22. Subject to Article 25 a Trustee or Connected Person may receive interest on money lent to the Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees.
- 23. Subject to Article 25 a company of which a Trustee or a Connected Person is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
- 24. Subject to Article 25 a Trustee or a Connected Person may receive rent for premises let by the Trustee or Connected Person to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper and provided the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 25. The Trust and its Trustees may only rely upon the authority provided by Articles 18 to 24 if each of the following conditions is satisfied:
 - 25.1. The terms of any relevant contract are set out in writing between the parties concerned and a copy of the relevant terms is made available to all Trustees
 - 25.2. Any sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
 - 25.3. The Trustee in question or to whom the Connected Person is connected is absent from the part of any meeting at which there is discussion of:
 - 25.3.1. The terms of the Connected Person's employment or remuneration, or any matter concerning the contract; or

- 25.3.2. The Connected Person's performance in the employment, or his or her performance of the contract; or
 - 25.3.3. any proposal to enter into any other contract or arrangement with him or her (or any Connected Person of him or her) or to confer any benefit upon him or her (or any Connected Person of him or her) that would be permitted under Articles 18 to 24 ; or
 - 25.3.4. any other matter relating to a payment or the conferring of any benefit permitted by these Articles.
 - 25.4. The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - 25.5. The other Trustees are satisfied that it is in the interests of the Trust to employ or to contract with that Trustee or Connected Person rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of employing the relevant person against that disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
 - 25.6. The reason for their decision is recorded by the Trustees in the minute book.
 - 25.7. A majority of the Trustees then in office have received no such payments.
26. The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
- 26.1. a partner;
 - 26.2. an employee;
 - 26.3. a consultant;
 - 26.4. a director; or
 - 26.5. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 % of the issued capital.
27. In Articles 15 to 26 -
- 27.1. "Trust" shall include any company in which the Trust:
 - 27.1.1. holds more than 50% of the shares; or
 - 27.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 27.1.3. has the right to appoint one or more directors to the Board of the company
 - 27.2. "Connected Person " in relation to any Trustee shall include
 - 27.2.1. Any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner
 - 27.2.2. any person carrying on business in partnership with the Trustee or anyone in Article 27.2.1 above
 - 27.2.3. any institution which is controlled -
 - 27.2.3.1. by the Trustee or any Connected Person falling within Article 27.2.1 and 27.2.2 above
 - 27.2.3.2. by two or more persons falling within 27.2.3.1 above when taken together
 - 27.2.4. a body corporate in which -

- 27.2.4.1. the Trustee or any Connected Person falling within 27.2.1 to 27.2.3 above has a substantial interest; or
- 27.2.4.2. two or more persons falling within 27.2.4.1 above, when taken together, have a substantial interest.
- 27.2.5. Sections 118 and 350 to 353 of the Charities Act 2011 shall apply where applicable for the purposes of interpreting the terms used in this Article.

MEMBERS

- 28. The number of the members with which the Trust proposes to be registered is unlimited save as otherwise provided in these Articles.
- 29. The provisions of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 30. The members of the Trust shall be the Trustees holding office from time to time in accordance with the provisions of these Articles.
- 31. The Board shall have power from time to time at their discretion to invite persons to become Patrons, President, Vice-Presidents, Associate Members and Honorary Life Members of the Trust. Such persons shall have such rights and entitlements in relation to the Trust as the Board shall determine but shall not be members of the Trust for the purposes of the Act or under the terms of these Articles.
- 32. A member shall cease to be a member of the Trust:-
 - 32.1. On his voluntary retirement from membership signified in writing to the Secretary of the Trust;
 - 32.2. On his ceasing to be a Trustee for any reason;
 - 32.3. On death;
 - 32.4. At any time after he shall have ceased to be qualified in accordance with these Articles, which, in the case of any member at the date of the adoption of these Articles who is not a Trustee holding office immediately following such adoption, shall result in that member ceasing to be a member immediately (and automatically) following the adoption of these Articles;
 - 32.5. If the Board by a majority of not less than two-thirds of the members of the Board present shall pass a resolution that he be expelled from the Trust provided that at least two weeks before the meeting of the Board at which such resolution is passed he and the members of the Board shall have been served with notice thereof and of the intended resolution for his expulsion, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

GENERAL MEETINGS

33. A general meeting shall be held by the Trust once in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall be specified as such in the notice calling it, provided that every general meeting except the first shall be held not more than fifteen months after the holding of the last preceding general meeting.
34. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
35. The Board may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
36. Subject to the provisions of the Act relating to special resolutions, twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the general meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Trust as are under the provisions of these Articles entitled to receive notices from the Trust. The notice must also contain a statement setting out the right of members to appoint a proxy under s324 of the Companies Act 2006 and article 49; but a general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote.
37. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceedings taking place, at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board and other officers in the place of those retiring in accordance with Article 75, and the appointment of and the fixing of the remuneration of the Auditors.
39. No business shall be transacted at any general meeting unless a quorum is present when the general meeting proceeds to business. Save as herein otherwise provided the quorum shall be five members present personally or by proxy.

40. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or during the course of a general meeting a quorum ceases to be present, the general meeting, if convened on the requisition of members, shall be dissolved. In any other case the Board must reconvene the general meeting and must give at least seven clear days' notice of the reconvened general meeting stating the date, time and place of the general meeting, and if at such adjourned general meeting a quorum is not present within half an hour from the time appointed for holding the general meeting the members present personally or by proxy shall be a quorum.
41. The members present at a general meeting in person or by proxy may resolve by ordinary resolution that the general meeting shall be adjourned. The person who is chairing the general meeting must decide the date, time and place at which the general meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened general meeting unless it could properly have been conducted at the general meeting had the adjournment not taken place. If a general 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 general meeting stating the date, time and place of the general meeting.
42. The Chairman (if any) of the Board shall preside at every general meeting. If there be no such Chairman, or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Deputy Chairman (if any) of the Board shall preside. If there shall be no such Deputy Chairman, or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Trustee who shall be present to preside.
43. At all general meetings a resolution put to the vote of the general meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the chairman of the general meeting or by at least three members present in person entitled to vote, or by members present in person and representing one tenth of the total voting rights of all the members having the right to vote at the general meeting, and unless a poll be so demanded a declaration by the chairman of the general meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes in favour of or against such resolution.
44. 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 general meeting. 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.

45. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the general meeting shall direct, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.
46. A poll demanded on the election of a person to chair a general meeting or on a question of adjournment must be taken immediately. 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 general meeting directs. The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
47. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the general meeting shall be entitled to a further or casting vote.
48. The demand of a poll shall not prevent the continuance of a general meeting for the transaction of any business that may be transacted at the general meeting other than the question on which a poll has been demanded.
49. Proxies must be appointed by a notice in Writing (a "Proxy Notice").
A Proxy Notice shall be in the following form (or in any other form which the Board may approve):

"The Horse Trust

Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Trust to be held on [date], and at any adjournment thereof.

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

Resolution 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the general meeting	*for	*against	*abstain	*as the proxy thinks fit

* Strike out whichever is not desired.

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

Signed:

Dated:"

50. Proxy Notices must be signed by or on behalf of the member appointing the proxy, or authenticated in such manner as the Board may determine.

51. Unless a Proxy Notice indicates otherwise, it must be treated as:

- 51.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- 51.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the general meeting itself.

52. A Proxy Notice and any evidence of the authority under which it is executed may:

- 52.1. be deposited at the registered office of the Trust or at such other place within the United Kingdom as is specified in the notice convening the general meeting or in any instrument of proxy sent out by the Trust in relation to the general meeting provided it is received at such place at least 48 hours (not including any part of a day that is a Saturday, Sunday or Bank Holiday in England) before the time for holding the general meeting or adjourned general meeting at which the person named in the Proxy Notice proposes to vote; or
 - 52.2. where an Address for the purpose of sending or receiving Documents or information by Electronic Means has been specified:
 - 52.2.1. in the notice calling the general meeting; or
 - 52.2.2. in any instrument of proxy sent out by the Trust in relation to the general meeting; or
 - 52.2.3. in any invitation to appoint a proxy issued by the Trust in relation to the general meeting;
be sent by Electronic Means to that Address provided it is received at such Address at least 48 hours (not including any part of a day that is a Saturday, Sunday or Bank Holiday in England) before the time for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote;
- and a Proxy Notice which is not deposited, sent or received in a manner so permitted shall be invalid.

53. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the appointor's behalf.
54. 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 general meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Trust by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.
55. An appointment under a Proxy Notice may be revoked by delivering to the Trust a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
56. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
57. A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting.
58. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Trust's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Trust's registered office within 28 days of its first being circulated.

VOTES OF MEMBERS

59. Subject as hereinafter provided every member shall have one vote.
60. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to be present or to vote on any question at any general meeting.
61. Any objection to the qualification of any voter must be raised at the general meeting at which the vote is tendered and the decision of the person who is chairing the general meeting shall be final.

BOARD OF TRUSTEES

62. Until otherwise determined by a general meeting, the number of the Board shall not be less than seven Trustees. The Board shall have the power to determine the maximum number of Trustees from time to time.
63. A Trustee must be a natural person aged 18 years or older. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 73. A Trustee may not appoint an alternate director/trustee or anyone to act on his or her behalf at meetings of the Board.
64. The Trust may by ordinary resolution:
 - 64.1. appoint a person who is willing to act to be a Trustee; and
 - 64.2. determine the starting date for the service of that Trustee for the purposes of the provisions of these Articles directing when any Trustees are to retire.
65. No person may be appointed a Trustee at any general meeting unless:
 - 65.1. he or she is recommended for election by the Board or (where applicable) that Trustee is entitled to offer himself for re-election in accordance with these Articles and is recommended for such re-election by the Board; or
 - 65.2. not less than seven nor more than twenty eight clear days before the date of the general meeting, the Trust is given a notice that:
 - 65.2.1. is signed by a member entitled to vote at the general meeting;
 - 65.2.2. states the member's intention to propose the appointment of a person as a Trustee;
 - 65.2.3. contains the details that, if the person were to be appointed, the Trust would have to file at Companies House; and
 - 65.2.4. is signed by the person who is to be proposed to show his or her willingness to be appointed.
66. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the general meeting to appoint a Trustee other than a Trustee who is to retire and seek re-election in accordance with the provisions of these Articles.
67. The Board may from time to time and at any time appoint any person as a Trustee, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Trustee so appointed shall retain his office only until the next Annual General Meeting, and, in the event that Trustee is re-elected at that Annual General Meeting, shall be treated for the purposes of any limitation of time in relation to his acting as a Trustee as having been appointed at that Annual General Meeting.

POWERS OF THE BOARD

68. The business of the Trust shall be managed by the Board, who may pay all the expenses for the promotion, formation, establishment and registration of the Trust as they think fit and may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust subject to the provisions of the Act, the Charities Act 2011, these Articles or any special resolution. No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board. Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.
69. The Board have the right to invite any person to attend their meetings or general meetings of the Trust as an observer without the power to vote.
70. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
71. The Seal shall only be used by the authority of a resolution of the Board. Any instrument to which the Seal is affixed shall be signed either by one Trustee and the Secretary or by two members of the Board.
72. The Board may from time to time at its discretion make, vary, alter, add to, rescind or repeal bye-laws for the regulations of the business of the Trust, its officers, servants or members, and generally for the regulation of the Trust and its affairs, provided that no such bye-law shall be contrary to the provisions of these Articles or amount to or involve such an alteration or addition to these Articles as could only lawfully be made by Special Resolution.

DISQUALIFICATION OF TRUSTEES

73. A Trustee shall cease to hold office if he or she:
- 73.1. ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 73.2. is disqualified from acting as a Trustee by virtue of sections 178 to 181 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 73.3. ceases to be a member of the Trust;
 - 73.4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 73.5. resigns as a Trustee by notice to the Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

- 73.6. is absent without the permission of the Board or without acceptable apology from three consecutive Board meetings or meetings of Sub-committees held within a period of twelve consecutive months and the Board resolves that his or her office be vacated;
 - 73.7. is removed from office either under section 168 of the 2006 Act or by a special resolution of the Trust in accordance with Article 80 whereupon the Trust may by a special resolution appoint another person in his or her place; but provided that any such person shall hold office for the same period as the removed Trustee would have held, had he or she not been removed;
 - 73.8. fails to declare an interest as required by Article 89 below, or commits any act or omission, or acts or fails to act (whether in relation to the Trust or otherwise), in each case in such manner that in the opinion of the Board
 - 73.8.1. the said Trustee has failed to discharge his or her responsibilities to the Trust with such level of trust, integrity and competence as adequately meets the requirements of a Trustee, or
 - 73.8.2. the said Trustee has brought the Trustee or the Trust into disrepute, or
 - 73.8.3. The Board is unable to repose that level of trust and confidence in the Trustee as is reasonably to be expected of a Trustee.
74. No person shall be incapable of being appointed a Trustee by reason of his or her having attained the age of seventy years or any other age, nor shall any Trustee vacate his or her office by reason of his attaining or having attained the age of seventy years or any other age.

RETIREMENT AND RE-ELECTION OF TRUSTEES

75. At each Annual General Meeting of the Trust any Trustee who has served a period of three consecutive years as a Trustee ending in the calendar year in which the said Annual General Meeting falls shall retire from office. A retiring Trustee shall retain his or her office until the dissolution or adjournment of the general meeting at which his or her successor is elected or it is determined not to fill his place. Save as set out in this Article 75 there shall be no obligation upon the Trustees to retire by rotation.
76. A retiring Trustee shall be eligible for re-election provided that a Trustee's service on the Board shall not exceed a total of 6 consecutive years save in the following circumstances. The Board may extend the period of 6 consecutive years in this Article by one further period of 3 years to 9 consecutive years in respect of any Trustee where it resolves that it is in the interests of the Trust to do so.
77. Any Trustee who has retired in accordance with Article 75 and is not eligible immediately for re-election under the terms of Article 76 shall be eligible for re-election at any time after the expiry of one calendar year during which he or she has not been a Trustee.

78. The Trust shall, at the general meeting at which any Trustees retire in manner aforesaid, fill up the vacated office of each Trustee by electing a person thereto, unless at such general meeting it shall be determined to reduce the number of Trustees.
79. The Trust may from time to time in general meeting increase or reduce the number of Trustees, and may make the appointments necessary for effecting any such increase.
80. Without prejudice to any statutory provision for the time being in force relating to the removal of Trustees by Ordinary Resolution the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another Trustee in his or her stead; but any person so appointed shall retain his or her office so long only as the Trustee in whose place he or she is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

81. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Written submissions made to the Secretary by Board members unable to attend a meeting in person shall be considered in the discussions of relevant agenda items at any meeting. For the avoidance of doubt members of the Board may not appoint proxies to vote on their behalf at a meeting of the Board.
82. On the request of the Chairman or any two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A Board meeting must be called by at least seven Clear Days' notice unless either:
- 82.1. all the Trustees agree; or
 - 82.2. urgent circumstances require shorter notice.
83. Notice of Board meetings must be given to each Trustee. Every notice calling a Board meeting must specify:
- 83.1. the place, day and time of the meeting;
 - 83.2. the general nature of the business to be considered at such meeting; and
 - 83.3. if it is anticipated that Trustees 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.

84. Notice of Board meetings need not be in Writing. Notice of Board meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

85. The Board may take a decision without a Board meeting if 80% of the Trustees consent to the decision (subject to the terms of this Article 85) by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing. A decision which is made in accordance with this Article 85 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

85.1. approval from each approving Trustee must be received by one person being such person (being a Trustee or officer of the Trust) as all the Trustees have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

85.2. following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Board in accordance with this Article 85;

85.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

85.4. the Recipient must prepare a minute of the decision in accordance with Article 107.

86. Subject to the Articles, Trustees participate in a Board meeting, or part of a Board meeting, when:

86.1. the meeting has been called and takes place in accordance with the Articles; and

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

In determining whether Trustees are participating in a Board meeting, it is irrelevant where any Trustee is or how they communicate with each other. If all the Trustees 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.

87. The Board shall from time to time elect a Chairman and a Deputy Chairman and may determine for what period each of them is to hold office, and the resulting appointment (subject to the terms of these Articles) shall take effect for the period so determined. No person shall normally be eligible for election as Chairman unless he or she shall have served on the Board prior to such election. The Chairman shall be appointed for a maximum period of six years (subject always to the duration of such appointment taking effect within the maximum term for which the Chairman is entitled to serve as a Trustee in accordance with Article 76). The Chairman shall preside at all meetings of the Board at which he shall be present. If no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the Deputy Chairman if one be elected and if present shall be chairman of the

meeting. If no such Deputy Chairman be elected or if at any meeting the Deputy Chairman be not present within five minutes after the time appointed for holding a meeting the members of the Board present shall choose some one of their number to be chairman of the meeting.

88. A meeting of the Board at which a quorum is present or other decision taken by the Board in accordance with Article 85 shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally.

TRUSTEES' CONFLICT OF INTEREST

89. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Board unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

90. Whenever a Trustee has a Conflict of Interest in relation to a matter to be discussed at a meeting, either the Trustee must comply with Article 91 or authorisation must be given by the unconflicted Trustees under Article 93.

91. If a Trustee with a Conflict of Interest is required to comply with Article 91 (save where the same has been authorised in accordance with Article 93) he or she must:

- 91.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
- 91.2 not be counted in the quorum for that part of the meeting; and
- 91.3 withdraw during the vote and have no vote on the matter.

92. When a Trustee has a Conflict of Interest which he or she has declared to the Board, he or she shall not be in breach of his or her duties to the Trust by withholding confidential information from the Trust if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

93. The Board have power to authorise a Trustee to be in a position of Conflict of Interest provided:

- 93.1. in relation to the decision to authorise a Conflict of Interest, the conflicted Trustee must comply with Article 91;
- 93.2. in authorising a Conflict of Interest, the Board can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

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- 93.3. the decision to authorise a Conflict of Interest can impose such terms as the Board think fit and is subject always to their right to vary or terminate the authorisation; and
- 93.4. nothing in this Article 93 shall have the effect of allowing the Board to authorise a benefit that is not permitted in accordance with Articles 15 to 27.
94. If a matter, office, employment or position, has been authorised by the Board in accordance with Article 93 then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Board at which anything relating to that matter, or that office, employment or position, will or may be discussed.
95. A Trustee shall not be accountable to the Trust for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Board in accordance with Article 93 (subject to any limits or conditions to which such approval was subject).
96. The Board must cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Trust or in any transaction or arrangement entered into by the Trust which has not previously been declared.

SUB-COMMITTEES

97. Subject to these Articles, the Board may delegate any of their powers or functions to any Sub-committee. In the ordinary course and subject to a resolution or decision of the Board in accordance with these Articles to the contrary such Sub-committees shall include:
- 97.1. A Finance and Investment Sub-committee, having such remit over the general financial management and wellbeing of the Trust and over the Trust's investments and oversight of relevant delegates appointed in accordance with Article 102 as the Board shall determine by resolution from time to time, but which shall have the delegated authority under these Articles in any event to make investment and financial decisions and to act upon such decisions properly made by it in relation to the assets of the Trust in the best interests of the Trust as it properly considers fit without prior reference to the Board wherever the same relates to the "day to day" management of the assets of the Trust or in the reasonable view of the said Sub-committee or the Chair of the said Sub-committee there is a reasonable likelihood that there may be any loss or prejudice to the interests of the Trust if the necessary delay of a reference of such matter to the Board were incurred. The Trust hereby delegates to the said Sub-committee the power to operate such of the powers of the Board and of the Trust as may be necessary to take such steps as fall within the terms of this Article 97.1.
- 97.2. A Research Advisory Panel having such remit over the Trust's research and scientific activities and grant-making as the Board shall determine by resolution

from time to time. The said Panel shall be made up of such number of the Trustees from time to time as the Board may decide, of whom two shall have relevant scientific or veterinary qualifications and at least one shall be a "lay" member, together with such persons (not being Trustees) as the said Panel may with the approval of the Board co-opt to join in its deliberations according to the needs of the said Panel from time to time. For the avoidance of doubt such co-opted members of the said Panel shall not be, and shall not for any purpose be treated as, Trustees.

98. Subject to these Articles, the Board may delegate the implementation of their decisions or day to day management of the affairs of the Trust to any person or committee.

99. Any delegation by the Board may be:

- 99.1. by such means;
- 99.2. to such an extent;
- 99.3. in relation to such matters or territories; and
- 99.4. on such terms and conditions

as they think fit.

100. If the Board so specifies, any such delegation may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated. The Board may revoke any delegation in whole or part, or alter its terms and conditions.

101. The Board may by power of attorney or otherwise appoint any person to be the agent of the Trust for such purposes and on such conditions as it determines.

102. In the case of delegation to Sub-committees:

- 102.1. Where delegation takes place by resolution of the Board the resolution making the delegation must specify those who shall serve or be asked to serve on the Sub-committee (although the resolution may allow the Sub-committee to make co-options up to a specified number);
- 102.2. the composition of any Sub-committee shall (save as expressly set out in these Articles) be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
- 102.3. the deliberations of any Sub-committee must be reported regularly to the Board and any resolution passed or decision taken by any Sub-committee must be reported promptly to the Board and every Sub-committee must appoint a secretary for that purpose;
- 102.4. the Board may make such regulations and impose such terms and conditions and give such mandates to any Sub-committee as they may from time to time think fit; and

- 102.5. no Sub-committee shall knowingly incur expenditure or liability on behalf of the Trust except where authorised in these Articles or by the Board or in accordance with a budget which has been approved by the Board.
103. The meetings and proceedings of any Sub-committee shall be governed by the Articles regulating the meetings and proceedings of the Board so far as they apply and are not superseded by any regulations made by the Board.
104. In the case of delegation of the day to day management of the Trust to a Chief Executive or other manager or managers:
- 104.1. the delegated power shall be to manage the Trust by implementing the policy and strategy adopted by and within a budget approved by the Board and (if applicable) to advise the Board in relation to such policy, strategy and budget;
- 104.2. the Board shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 104.3. any manager must report regularly to the Board on the activities undertaken in managing the Trust and provide them regularly with management accounts which are sufficient to explain the financial position of the Trust.
105. The Board may (whether by itself or by way of the Finance and Investment Sub-Committee) delegate the management of investments to a Financial Expert or Experts provided that:
- 105.1. the investment policy is set down in Writing for the Financial Expert or Experts by the Board or the Finance and Investment Sub-Committee;
- 105.2. every transaction is reported promptly to the Board (or the Finance and Investment Sub-Committee, and then by way of the Trust's reporting structures, to the Board);
- 105.3. the performance of the investments is reviewed regularly with the Board (or the Finance and Investment Sub-Committee, and then by way of the Trust's reporting structures, with the Board);
- 105.4. the Board or the Finance and Investment Sub-Committee are entitled to cancel the delegation arrangement at any time;
- 105.5. the investment policy and the delegation arrangements are reviewed at least once a year;
- 105.6. all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
- 105.7. the Financial Expert or Experts must not do anything outside the powers of the Board.
106. All acts bona fide done by any meeting of the Board or any other Sub-committee of the Board, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such

member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

107. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Trust, and of the Board, and of Sub-committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
108. A resolution in writing signed by all the members for the time being of the Board or of any Sub-committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Sub-committee duly convened and constituted.

CHIEF EXECUTIVE

109. The Chief Executive shall be appointed by the Board for such time and subject to the provisions of these Articles where applicable at such remuneration and upon such conditions as they may think fit. The Chief Executive shall have such powers and be responsible for such duties as are described in these Articles or as may from time to time be prescribed by the Board.
110. The Chief Executive shall have the delegated authority under these Articles to
 - 110.1. manage (and shall manage) the general business, activities and day to day undertaking of the Trust and report thereon to the Board or as it shall direct, and
 - 110.2. undertake and shall undertake the day to day supervision of the Trust's Home of Rest, its landed properties and (subject to the authority of the Finance and Investment Sub-Committee set out at Article 97) its investmentsand the Trust hereby delegates to the Chief Executive the power to operate such of the powers of the Board and of the Trust as may be necessary to take such steps as fall within the terms of this Article, subject to the terms of Article 104.

SECRETARY

111. The Secretary shall be appointed by the Board for such time and subject to the provisions of these Articles where applicable at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution also appoint a temporary

substitute for the Secretary or an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The relevant provisions of the Act shall apply and be observed.

ACCOUNTS

112. The Board must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
113. The Board must keep accounting records as required by the Act at the Office, or subject to the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
114. At the Annual General Meeting in every year the Board shall lay before the Trust an income and expenditure account for the period since the last preceding account, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the general meeting be sent to all persons entitled to receive notices of general meetings in the manner in which notices are directed to be served in these Articles. The Auditors' report shall be read before the general meeting as required by the Act.
115. The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
 - 115.1. the transmission of the statements of account to the Trust;
 - 115.2. the preparation of an annual report and its transmission to the Commission;
 - 115.3. the preparation of an annual return and its transmission to the Commission.
116. The Trustees must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.

AUDIT

117. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

118. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES

119. Any notice to be given to or by any person pursuant to the Articles:
- 119.1. must be in Writing; and
 - 119.2. (for the avoidance of doubt) may be given using electronic communications.
120. The Trust may give any notice to a member either:
- 120.1. personally; or
 - 120.2. by sending it by post in a prepaid envelope addressed to the member at his or her Address; or
 - 120.3. by leaving it at the Address of the member; or
 - 120.4. by giving it using electronic communications to the member's Address.
121. A member present in person or by proxy at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
122. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
123. A notice shall be deemed to be given:
- 123.1. 48 hours after the envelope containing it was posted; or
 - 123.2. in the case of an electronic communication, 48 hours after it was sent.
124. The Trust shall indemnify any Trustee, former Trustee, or other officer of the Trust against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Trust.