



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE BRENTWOOD ROMAN CATHOLIC DIOCESE TRUSTEE

(as altered by special resolutions dated 14 January 1949, 25 September 1985,
7 April 2014 and [date] November 2020)

Company Number: 00450897

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THE BRENTWOOD ROMAN CATHOLIC DIOCESE TRUSTEE
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INTERPRETATION

- 1 These presents shall be construed with reference to the provisions of the Act and terms used in these presents shall be taken as having the same respective meanings as they have when used in that Act. In addition, the words standing in the first column of the table next hereinafter contained shall in these presents bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

Words	Meanings
The Act	The Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force.
The Bishop	The Bishop for the time being of the Diocese duly appointed thereto by the canonically elected Pope of Rome and during any vacancy in the office of Bishop the person who according to the laws and regulations of the Roman Catholic Church is for the time being entitled to discharge the administrative duties of Ordinary in respect of Roman Catholics in the Diocese.
The Board	<i>means the board of directors of the Corporation for the purposes of the Act and a member of the Board means a director of the Corporation for the purposes of the Act.</i>
The Charities	The following charities: (a) the Diocesan Charity, (b) the charity registered with the Charity Commission with registered charity number 1067742 known as the Brentwood Diocesan Investment Pooled Fund or such other name as shall be adopted from time to time, an (c) the charity registered with the Charity Commission with registered charity number 1067745 known as the Brentwood Ecclesiastical Education Fund or such other name as shall be adopted from time to time.
The Corporation	The above-named company being The Brentwood Roman Catholic Diocese Trustee, company number 00450897.
The Diocesan	The charity registered with the Charity Commission with registered charity number 234092 known as the Brentwood Roman Catholic

Charity	Diocesan Trust or such other name as shall be adopted from time to time.
The Diocese	The Roman Catholic Diocese of Brentwood now comprising the London Boroughs of Barking and Dagenham, Havering, Newham, Redbridge, Waltham Forest, the unitary authorities of Southend-on-Sea and Thurrock and the County of Essex subject to any future curtailment or addition of area made in accordance with the decisions of the Roman Catholic Church.
The Member	means the member of the Corporation appointed pursuant to article 11 of these presents.
These presents	The Corporation's Articles of Association for the time being in force.
The Office	The registered office of the Corporation.
The President	The Bishop.
Roman Catholic	means in communion with the See of Rome.
The Seal	The Common Seal of the Corporation.
Year	Year from the 1st January to the 31st December inclusive.
In writing	Written or produced by any substitute for writing, or partly one and partly another.

- 2 These presents shall be the Articles of Association of the Company and the articles contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (as amended prior to the date of adoption of these presents) are excluded hereby.

NAME AND OFFICE

- 3 The name of the Corporation is "THE BRENTWOOD ROMAN CATHOLIC DIOCESE TRUSTEE".
- 4 The Office of the Corporation will be situated in England.

OBJECTS

- 5 The objects for which the Corporation is established are:
- (a) To act as trustee of the Charities in accordance with the provisions of their governing documents, to further the objects of the Charities and exercise all powers exercisable by the trustees of the Charities in the promotion, administration and management of the Charities, and to undertake, do and perform all things the Corporation shall consider to be expedient in connection with the performance of such office.
 - (b) To undertake and execute either gratuitously or otherwise any trusts in connection with the Roman Catholic Church or the Roman Catholic religion in England.
 - (c) To act as a corporate director of any company established to carry out activities in connection with the Roman Catholic Church or the Roman Catholic religion in England.

- (d) To seek from the Lord Chancellor authority to act and if obtained to act as a trust corporation in relation to charitable or ecclesiastical trusts.
- (e) To exercise or concur in exercising all lawful powers and discretions by law or by the instrument creating the trust conferred upon the trustee or trustees of any trust undertaken by the Corporation.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the Roman Catholic religion.
- (g) To act as a collector and agent on behalf of Roman Catholic charities.
- (h) To apply any moneys or property given to the Corporation either inter vivos or by testamentary disposition of which no special application or appropriation shall be directed or declared by the donor or testator for such charitable purpose or purposes in connection with the Roman Catholic religion as the Corporation shall think proper.
- (i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

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

Provided also that in case the Corporation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Department for Education the Corporation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board or other the governing body of the Corporation shall be chargeable for such property as may come into their hands and shall be answerable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Board or other governing body have been if no incorporation had been effected, and the incorporation of the Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Department for Education over such Board or other governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Corporation were not incorporated. In case the Corporation shall take or hold any property which may be subject to any trusts the Corporation shall only deal with the same in such manner as allowed by law having regard to such trusts.

APPLICATION OF INCOME AND PROPERTY

- 6 The income and property of the Corporation wheresoever derived shall be applied solely towards the promotion of the objects of the Corporation as set forth in these presents 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 Member and no member of the Board shall be appointed to any office of the Corporation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Corporation. Provided that nothing herein shall prevent the payment in good faith:
 - (a) of reasonable and proper remuneration to any officer or servant of the Corporation or to any member of the Board in return for any services actually rendered to the Corporation, nor to prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Board to the Corporation but so that no member of the Board or

other the governing body of the Corporation shall be appointed to any salaried office of the Corporation paid by fees, and that no remuneration or other benefit in money or moneysworth shall be given by the Corporation to any member of such Board or other governing body *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 Corporation*, 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 member of the Board or other governing body may be a member of any other company in which such member shall not hold more than 1/100th 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, and

- (b) of the payment to any member of the Board, who is a Roman Catholic Priest incardinated in the Diocese, of a reasonable and just remuneration to allow such member of the Board to provide for the necessities of life in accordance with the laws of the Roman Catholic Church, or to provide for the needs of such persons if they are suffering from illness, incapacity or old age.

LIABILITY OF MEMBERS AND DISSOLUTION

- 7 The liability of the Member is limited.
- 8 Every Member undertakes to contribute to the assets of the Corporation in the event of its 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 Corporation 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.
- 9 If upon the winding up or dissolution of the Corporation there remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed to the Member or to the members of the Board (except where the Member or member of the Board is the trustee of a charity with similar objects to the Diocesan Charity and receives property in that capacity) but shall be given or transferred to some charitable institution or institutions connected with the Roman Catholic religion in the Diocese having objects similar to the objects of the Corporation or the Diocesan Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of article 6 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charity or charities chosen by the members of the Board having objects similar to or including the objects of the Diocesan Charity from time to time.

MEMBER OF THE CORPORATION

- 10 The number of Members of the Corporation is one.
- 11 The Bishop for the time being shall automatically, ex-officio, be the sole Member for as long as he holds that office save that if the Bishop shall be unwilling to be the sole Member, then the Bishop shall be entitled to nominate another person to be the sole Member in his place and, if he shall fail or neglect to make such a nomination, the Board shall nominate another person to be the sole Member in his place. Any person nominated by the Bishop or the Board to be the sole Member shall only hold office for so long as the Bishop in whose place he has been nominated would have been the sole Member if he had been willing to act.

- 12 The rights and privileges of the Member under these presents shall transfer to his successors in title.
- 13 The Member shall be subject to the provisions of these presents in relation to his membership and shall be deemed to have had knowledge of these presents and to have consented to them at the time of or prior to his becoming a Member.
- 14 The Member may by resolution authorise such person (or persons) as he thinks fit, to act as his proxy at any meeting of the Corporation and the person (or persons) so authorised shall be entitled to exercise the same powers on behalf of the Member as the Member could exercise if he were at the meeting.

GENERAL MEETINGS AND CORPORATION RESOLUTIONS

- 15 Subject to the provisions of the Act, the Corporation shall dispense with the holding of general meetings and all resolutions of the Corporation shall be passed by way of written resolution signed by the Member or his duly appointed proxy. The date of each such written resolution shall be the date on which the Member or his proxy signs.

OFFICERS OF THE CORPORATION

- 16 The Bishop shall be ex officio President of the Corporation.
- 17 The Corporation may have a Secretary (but subject to the provisions of the Act there shall be no obligation to maintain that office) who shall be appointed in writing by the President for such term at such remuneration and upon such conditions as the President may think fit and any Secretary so appointed may at any time be removed in writing by the President.

THE BOARD

- 18 Until otherwise determined by an ordinary resolution of the Corporation the number of the members of the Board apart from ex officio members shall not be less than three nor more than fourteen.
- 19 The President shall be ex-officio a member of the Board.
- 20 The other members of the Board shall be appointed in writing by the President.
- 21 A person shall not be entitled to act as a member of the Board, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the terms of these presents.

POWERS OF THE BOARD

- 22 Subject to the provisions of the Act and these presents, the business of the Corporation shall be managed by the Board, who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Corporation as they think fit, and may exercise all such powers of the Corporation and do on behalf of the Corporation all such acts as may be exercised and done by the Corporation and as are not by the Act or by these presents required to be exercised or done by the Corporation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Corporation by ordinary resolution, but no regulation made by the Corporation by ordinary resolution shall invalidate any prior act of the Board which would have been valid if

such regulation had not been made.

- 23 When exercising the powers of the Corporation, the President and the members of the Board shall carry out such consultations and obtain such approvals as may be required by Canon Law and no decision of the President and the members of the Board shall be valid until any requisite approvals or consents have been obtained.
- 24 The Board shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Board, or of a committee of the members of the Board, authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be signed by:
- (a) two members of the Board, or
 - (b) by a member of the Board in the presence of a witness who attests the signature, or
 - (c) by such person or persons who shall have been authorised by a resolution of the Board to use the Seal, subject to such limitations as may be imposed by such a resolution.
- Otherwise, documents shall be executed for and on behalf of the Corporation in accordance with the Act.
- 25 Cheques on the Corporation's bankers, until otherwise from time to time resolved upon by the Board, shall be signed by at least two members of the Board. The Corporation's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 26 The office of a member of the Board shall be vacated:
- (a) In the case of the President if he ceases to hold office as the Bishop.
 - (b) If the President shall in writing remove him from office (which power the President shall be entitled to exercise at any time and without assigning any reason).
 - (c) If by notice in writing to the Corporation he resigns his office.
 - (d) If he dies.
 - (e) If he ceases to hold office by virtue of any provision of the Act or is otherwise prohibited by law from being a member of the Board.
 - (f) If he has in the written opinion of a registered medical practitioner who is treating the member of the Board, become physically or mentally incapable of acting as a member of the Board and may remain so for more than three months.
 - (g) If he becomes subject to a bankruptcy order or he makes any arrangement or composition with his creditors.
 - (h) If he is disqualified in accordance with or has acted in breach of any rules, regulations or codes in force from time to time and applicable to members of the Board.
 - (i) If he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine.
 - (j) If he is disqualified from acting as a charity trustee or trustee for a charity pursuant to the Charities Act 2011 and every statutory modification or re-enactment thereof for the time being in force.

- 27 No person shall be incapable of being appointed a member of the Board by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the election or re-election of a member of the Board over the age of seventy years.

PROCEEDINGS OF THE BOARD

- 28 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 three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. *Provided that no resolution of a meeting of the Board or of any committee thereof at which the President is present shall be deemed to have been earned or have any validity or effect if the President shall have voted against it.* At all meetings of the Board or of any committee thereof every member of the Board or committee personally present shall have one vote. In case of an equality of votes at a meeting the chairman of such meeting shall have a further or casting vote.
- 29 On the request of the President or any two other members of the Board, the Secretary or the Diocese's Director Finance shall at any time summon a meeting of the Board by a minimum of 2 days' notice served upon the several members thereof. A member of the Board who is absent abroad shall not be entitled to a notice of a meeting.
- 30 The President shall preside at all meetings of the Board at which he is present but he may from time to time in writing appoint another person to be Chairman of the Board and may at any time revoke any such appointment.
- 31 A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Corporation for the time being vested in the Board generally.
- 32 The Board may delegate any of their powers to an executive or other committee consisting of members of the Board and any committee so appointed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
- 33 All acts *bona fide* done by any meeting of the Board or of any committee thereof, or by any person acting as a member of the Board, 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 member of the Board.
- 34 Members of the Board and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of telephone or by using any televisual or other electronic or virtual method agreed by resolution of the Board in which all participants may communicate simultaneously with all other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present. If all members of the Board or a committee (as the case may be) participating in the meeting are not in the same place, they may declare that the meeting is to be treated as taking place wherever any of them is or as being held at no particular place.
- 35 The Board shall cause proper minutes to be made of the proceedings of all meetings of the Corporation and of the Board and of committees of the Board and all business transacted at

such meetings and any such minute 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. Any such minute of any meeting if purporting to be signed by the President shall be conclusive evidence of his approval of all resolutions passed at such meeting.

UNANIMOUS RESOLUTIONS

- 36 The Board may take a unanimous decision without holding a meeting of the Board 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 member of the Board or to which each member of the Board has otherwise indicated agreement in writing.

WRITTEN RESOLUTIONS

- 37 The Board or any committee may pass a resolution of the Board or the committee (as the case may be) by written resolution.
- 38 A written resolution of the Board or any committee is valid and effective as if it had been passed at a meeting of the Board or committee (as the case may be), where:
- (a) the resolution proposed as a written resolution is circulated to all members of the Board or members of the committee, as the case may be, for the time being,
 - (b) the resolution is accompanied by a statement informing the members of the Board or committee member (as the case may be) how he may signify his agreement to the resolution,
 - (c) a majority of the Board or members of the committee (as the case may be) signify their agreement to the resolution, provided that:
 - (i) in the case of a resolution of the Board the resolution has the agreement in writing of the President, and
 - (ii) the resolution will be passed when sufficient agreement has been received notwithstanding that not all members of the Board or members of the committee (as the case may be) have responded.
- 39 A member of the Board or committee member, as appropriate, may signify his agreement by indicating his agreement to the specified resolution and sending confirmation of his agreement to the Secretary, the Diocese's Director of Finance, or such other person as shall be notified on the proposed written resolution as the intended recipient for confirmation of agreement to the resolution.
- 40 Where a member of the Board or member of a committee has signified his agreement to the written resolution in the manner set out at article 39 that agreement may not be revoked.
- 41 For the avoidance of doubt, a member of the Board may indicate his agreement to a resolution by electronic means (as defined by the Act) such as an email or fax, or by any other means while still being in electronic form.

CONFLICTS OF INTEREST OF MEMBERS OF THE BOARD

- 42 Whenever a member of the Board has or could have, a direct or indirect interest in a matter that conflicts or possibly may conflict, with the interests of the Corporation (a **Conflict**) which

would, if not authorised, involve the member of the Board from breaching his duty under section 175 of the Act to avoid conflicts of interest, the Board may authorise such Conflict in accordance with the requirements set out in this article.

- (a) Any authorisation under this article shall be effective only if:
 - (i) any requirement as to the quorum for consideration of the relevant matter is met without counting the member of the Board with the Conflict (**the Conflicted Member**),
 - (ii) the matter was agreed to without the Conflicted Member voting or would have been agreed to if the individual's vote had not been counted.
- (b) Any authorisation under this article may (whether at the time of giving the authorisation or subsequently):
 - (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
 - (ii) impose upon the Conflicted Member such other terms for the purposes of dealing with the Conflict as the members of the Board think fit,
 - (iii) provide that, where the Conflicted Member obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a member of the Board) information that is confidential to a third party, he shall not be obliged to disclose that information to the Corporation, or to use it in relation to the Corporation's affairs where to do so would amount to a breach of that confidence.
- (c) Where the members of the Board authorise a Conflict, the Conflicted Member shall be obliged to conduct himself in accordance with any terms and conditions imposed by the members of the Board in relation to the Conflict.
- (d) The members of the Board may revoke or vary such authorisation at any time, but this shall not affect anything done by the Conflicted Member prior to such revocation or variation in accordance with the terms of such authorisation.
- (e) A member of the Board is not required, by reason of being a member of the Board (or because of the fiduciary relationship established by reason of being a member of the Board), to account to the Corporation for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the members of the Board in accordance with these presents or by the Corporation in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

43 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a member of the Board who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Corporation:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Corporation or in which the Corporation is otherwise (directly or indirectly) interested,
- (b) shall be entitled to vote at a meeting of the Board (or committee of the Board) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
- (c) may act by himself or his firm in a professional capacity for the Corporation (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional

services as if he were not a member of the Board,

- (d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Corporation is otherwise (directly or indirectly) interested, and
- (e) shall not, save as he may otherwise agree, be accountable to the Corporation for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

ACCOUNTS

- 44 The Board shall cause proper books of account to be kept in accordance with the requirements of law and generally accepted accounting practices for companies of the nature of the Corporation, with respect to:
 - (a) The assets and liabilities of the Corporation,
 - (b) The sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditure take place, and
 - (c) All sales and purchases of goods by the Corporation.
- 45 The books of account shall be kept at the Office, or 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.

ANNUAL REPORT AND ANNUAL RETURN

- 46 For as long as the Corporation is trustee of any of the Charities the Corporation shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission for England and Wales.

NOTICES

- 47 A notice may be served by the Corporation upon any member of the Board, either personally or by sending it through the post in a prepaid letter, addressed to such member of the Board at his registered address as appearing in the Register of Directors.
- 48 Any member of the Board described in the Register of Directors by an address not within the United Kingdom who shall from time to time give the Corporation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members of the Board described in the Register of Directors by an address within the United Kingdom shall be entitled to receive any notice from the Corporation.
- 49 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same was put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post office letter box or post office as a prepaid letter.
- 50 A notice or other document or information which is sent by the Corporation by electronic means

and which the Corporation is able to show was properly addressed shall be deemed to have been given or sent on the day on which it was so sent. A notice or other document or information sent in electronic form to the Corporation shall not be treated as received by the Corporation if it is rejected by computer virus protection arrangements.

- 51 If on two consecutive occasions the Corporation has attempted to send or supply notices or other documents or information by electronic means to an address for the time being notified to the Corporation by a member of the Board for that purpose but the Corporation is aware that there has been a failure of delivery of such notice or other document or information, then the Corporation shall thereafter send or supply the notice or other document or information through the post to the member of the Board at his registered address. For this purpose, a failure of delivery is when a notice or other document or information sent by electronic means is returned undelivered to the Corporation or its agent with a message stating that delivery was unsuccessful from the address to which it was sent.

INDEMNITY

- 52 The Corporation shall indemnify any member of the Board against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.