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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF  
THE BRADFIELD FOUNDATION**





## **The Bradfield Foundation**

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CAPITAL**

### ARTICLES OF ASSOCIATION OF THE BRADFELD FOUNDATION

#### Interpretation

1. In these Articles and the Memorandum of Association:-

“the Foundation” means THE BRADFELD FOUNDATION

“the Trustees” shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Foundation, as defined in the Act.

“the College” means the Warden and Council of Saint Andrew’s College, Bradfield

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the Articles” means the Articles of the Foundation.

“clear days” in relation to a period of notice means 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.

“executed” includes any mode of execution.

“office” means the registered office of the Foundation.

“the seal” means the common seal of the Foundation.

“Secretary” means the Secretary of the Foundation or any other person appointed to perform the duties of the Secretary of the Foundation including a joint, assistant or deputy Secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Foundation.

## Members

2. The subscribers to the Memorandum of Association of the Foundation and such other persons as are admitted to membership in accordance with the Articles shall be members of the Foundation. Subject to Article 4 every person who wishes to become a member shall deliver to the Foundation an application for membership in such form as the Trustees require executed by him.
3. The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing provided that membership shall not be unreasonably withheld. The Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
4. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Foundation without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
5. The Trustees may admit to honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act. The Trustees may not bestow upon any honorary member the right to vote on any matter.
6. Subject to Article 4, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
  - a] on the expiry of at least seven clear days' notice given by him to the Foundation of his intention to withdraw;
  - b] if any subscription or other sum payable by the member to the Foundation is not paid on the due date and remains unpaid seven days after the notice served on the member by the Foundation informing him that he will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from the membership on this ground on his paying such sum in respect of the sum due as the Foundation may determine;
  - c] if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
  - d] if, at a meeting of the Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than

fourteen clear days notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Foundation any subscription or other sum owed to him.

7. The Trustees may in its discretion levy subscriptions on all members of the Foundation at such rate[s] as it shall determine and may levy subscriptions at different rates on different categories of members.

#### President and Vice President

8. a] The Trustees may appoint and remove any person as president of the Foundation and any person or persons as vice president or vice -presidents of the Foundation on such terms as they shall think fit.  
  
b] The president shall have the right to attend and speak [but not vote] at any general meeting of the Foundation and to be given notice thereof as if a member and shall also have the right to receive accounts of the Foundation when available to members.

#### General Meetings

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Foundation may call a general meeting.

#### Notice of General Meeting

11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
  - a] in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - b] in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of

the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and any patron and to the Trustees and auditors.

Proceedings at general meetings

12. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum.
13. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
15. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
16. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
17. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:-
  - a] by the chairman, or
  - b] by at least two members having the right to vote at the meeting; or

- c] by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting:

and a demand by a person as proxy for a member shall be the same as a demand by the member.

19. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
21. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

27. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
28. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.
29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Foundation have been paid.
30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“ THE BRADFELD FOUNDATION

I/We,

of

being a member/members of the above named Company

hereby appoint

of

failing him

of

as my/our proxy to vote in my/our name(s) and on my/our behalf

at the annual/ extraordinary general meeting of the Company to be held on

19

and at any adjournment thereof.

Signed on

19 .”

33. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“ THE BRADFIELD FOUNDATION

I/We,

of

being a member/members of the above named Company

hereby appoint

of

or failing him,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf

at the annual/extraordinary general meeting of the Company to be held on

19 ,

and at any adjournment thereof.

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

Resolution No 1    \*for    \*against

Resolution No 2    \*for    \*against

\*Strike out whichever is not desired.

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

Signed on

19 .”

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

- a] be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Foundation in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b] in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- c] where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either



by the member or by an unincorporated association or body.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### Corporation acting by Representative at meetings

37. Any corporation which is a member of the Foundation may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Foundation, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Foundation.

#### Number of Trustees

38. The minimum number of Trustees shall be five and unless otherwise determined by ordinary resolution the maximum number shall be twelve.

#### Powers of Trustees

39. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Foundation shall be managed by the Trustees who may exercise all the powers of the Foundation. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
40. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Foundation for such purposes and on such conditions as they determine.

#### Delegation of Trustees' powers

- 41.
- 41.1 a] The Trustees may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Trustees may determine provided that the committee shall nonetheless have power to co-opt up to one quarter more members.
- b] The resolution making that delegation shall specify the financial limits within which any committee shall function.

- c] The deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary.
- d] All delegations under this article shall be revocable at any time.
- e] The Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- f] For the avoidance of doubt the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

41.2 Notwithstanding any other provision of this Article FIRSTLY no meeting of any committee as aforesaid shall be quorate unless at least one Trustee shall be present and SECONDLY no resolution of any committee as aforesaid shall be passed unless the Trustee or Trustees present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the committee as a whole.

- 42. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.
- 43. Subject to any regulations or conditions the Trustees may impose, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Trustees so far as they are capable of applying.

#### Appointment and retirement of Trustees

- 44. Two Trustees shall be appointed by the College to hold office for such period as the College may determine or until his office is terminated in accordance with Article 51. The remaining Trustees shall be appointed in accordance with Articles 45 to 50 below. Provided that no person shall be eligible for appointment or re-appointment as Trustee unless first approved in writing by the College such approval not to be unreasonably withheld.
- 45. The first Trustees other than the Trustees appointed by the College shall be appointed in writing by the subscribers to the Memorandum of Association.
- 46. The Foundation at any meeting at which Trustees retire may fill the offices vacated by electing any eligible person thereto.
- 47. No person shall be appointed or re-appointed a Trustee at any general meeting unless:-
  - a] he is recommended by the Trustees; or

- b] not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Foundation of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Foun Foundation's register of Trustees together with notice executed by that person of his willingness to be appointed or reappointed.
48. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a retiring Trustee at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Foundation of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Foundation's register of Trustees.
49. Subject as aforesaid, the Foundation may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee. A person so appointed shall hold office until the next annual general meeting at which the Trustees are to retire in accordance with Article 46.
50. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate the office at the conclusion thereof.

#### Disqualification and removal of Trustees

51. The office of a Trustee shall be vacated if:-
- a] he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
  - b] he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c] he is, or may be, suffering from mental disorder and either:-
    - i] he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application or admission under the Mental Health (Scotland) Act 1960; or
    - ii] an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - d] he resigns his office by notice to the Foundation.

- e] he is removed from office by a resolution of the Trustees passed by not less than three-quarters of all the Trustees other than the Trustee who is the subject of the resolution. Such a resolution shall not be passed unless the Trustee has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the other Trustees.

#### Trustees expenses

52. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Foundation or otherwise in connection with the discharge of their duties.

#### Proceedings of Trustees

53. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
54. The quorum for the transaction of the business of the Trustees shall be four or one third of the Trustees if greater and shall include one Trustee appointed by the College.
55. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as a quorum the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Foundation but for no other purpose.
56. The Trustees may appoint one of their number (not being a Trustee appointed by the College) to be the chairman of the Trustees and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number (not being a Trustee appointed by the College) to be chairman of the meeting.

57. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

58. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.

#### Secretary

59. Subject to the provisions of the Act and to Clause 4 of the Memorandum of Association of the Foundation, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### Regulations

60. The Trustees shall have power from time to time to make repeal or alter regulations as the management of the Foundation and the affairs thereof as to the duties of any officers or servants of the Foundation and as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

#### Minutes

61. The Trustees shall cause minutes to be made in books kept for the purpose:-  
a] of all appointments of officers made by the Trustees; and  
b] of all proceedings at meetings of the Foundation and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Foundation, be sufficient evidence of the proceedings.

#### The Seal

62. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

### Accounts

63. The Foundation may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Foundation may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

### Notices

64. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
65. The Foundation may give any notice to a member either personally or by sending it by post in a prepaid envelope or by telex fax or other means of written communication addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Foundation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Foundation.
66. A member present, either in person or by proxy, at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### Indemnity

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### Winding-up

69. The provisions of clauses 6 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these Articles.