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And words importing the masculine gender only shall include the feminine gender, words importing the singular number only shall include the plural number and vice versa, and words importing persons shall include incorporated entities.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act, and the Charity is established for the purposes expressed in the Articles of Association.

Name

2. The name of the Company is **"Play Adventure & Community Enrichment"**, and is hereinafter called "the Charity".

Registered Office

- 3 The Charity's registered office is to be situated in England and Wales.

Limited Liability and Guarantee

4. The liability of the Members is limited. Every Member of the Charity undertakes to contribute such amount as may be required (**not exceeding £10**), to the assets of the Charity if it should be wound up while they are Members or within one year after they cease to be Members, for payment of the Charity's debts and liabilities contracted before they cease to be Members, and of the costs, charges and expenses of winding up, and any other related and relevant costs.

Objects

5. The Charity's Objects are
 - (A) The promotion of social inclusion of children, parents and families who are socially excluded from society, or parts of society, as a result of physical or learning impairment.
 - (B) To provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of physical or learning impairment, with the object of improving their conditions of life.
 - (C) To develop the capacity and skills of children, parents and families who are socially and economically disadvantaged as a result of physical or learning impairment, in such a way that they are better able to meet their needs and participate more fully in society.
 - (D) To relieve the poverty of children, parents and families affected by physical and learning impairment by the provision of grants to enable them to participate in healthy recreational, educational and other positive activities that they could not otherwise afford.

Powers

6. In furtherance of the Objects, but not otherwise, the Chanty shall have and exercise the following powers,
- (A) To draw, make, accept, endorse, negotiate, discount, execute and issue, cheques, bills of exchange, promissory notes, and other negotiable instruments, and to operate bank and other financial accounts in the name of the Chanty
 - (B) To raise funds, invite and receive grants, donations, gifts, awards, sponsorships, subscription fees and other financial contributions, and to borrow moneys, mortgage and charge real and personal property on terms that conform with relevant statutory regulations and are approved by the Board of Trustees
 - (C) To invest moneys not immediately required for the expenses and obligations of the Chanty, in or upon investments, securities, property or other schemes as may be thought fit, and to set up beneficial and appropriate trading arms, subject to any statutory conditions and consents
 - (D) To purchase, take on leases, exchange, hire, or otherwise acquire and hold lands, buildings, easements, rights, privileges, concessions, machinery, plant, equipment and other real and personal property of any kind, deemed beneficial and appropriate by the Board of Trustees, on conditions that conform with any relevant statutory regulations
 - (E) To purchase, exchange, hire, or otherwise acquire and hold copyrights, trademarks, licenses, patent rights, design rights and other intellectual property deemed beneficial and appropriate by the Board of Trustees, on conditions that conform with any relevant statutory regulations
 - (F) To register, renew, maintain, alter, improve, manage and develop real, personal and intellectual property, and revoke, exchange, assign, mortgage, grant licenses, easements or other rights, let on rent, royalty or profit share, or otherwise sell partly or wholly the property and assets of the Chanty when deemed beneficial and appropriate by the Board of Trustees, on conditions that conform with any relevant statutory regulations
 - (G) To employ such staff as are necessary for the proper pursuit of the Objects, and to make all reasonable and necessary provisions for the payment of remuneration, pensions, superannuation and other benefits to staff and their dependants
 - (H) To provide sponsorships, subsidies, guarantees and other kinds of financial, professional, management support towards the establishment, maintenance and development of any community, voluntary and charitable trusts, associations or institutions formed with Objects relevant to that of the Chanty, on terms approved by the Board of Trustees and in conformity with any relevant statutory regulations

- (I) To enter into partnerships, collaborations, network relationships and generally co-operate with other community, voluntary and charitable bodies, statutory authorities, educational and professional institutions, businesses and other appropriate organisations, in furtherance of the Objects of the Charity, on terms approved by the Board of Trustees
- (J) To pay out from the funds of the Charity, the costs, charges and expenses arising from and incidental to the formation, registration, management and administration of the Charity
- (K) To develop, organise, sponsor and produce conferences, exhibitions, seminars, lectures, symposia, debates, workshops, classes, tutorials, recitals, readings and other public and private learning and leisure events and activities
- (L) To undertake research, public and private consultations and make recommendations and submissions for relating to the objects of the Charity
- (M) To do all such other lawful things as may be associated, connected, incidental or conducive to the furtherance of the foregoing objects

Restriction on use of Funds or Assets

7. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or distributed, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members or Trustees of the Charity (except as provided in the Articles), provided that nothing in this document shall prevent any payment in good faith by the Charity,
 - (A) Of reasonable and proper remuneration for any services rendered to the Charity by any Member, Officer, Volunteer or Employees of the Charity who is not a Trustee
 - (B) Of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a Member, **provided that such an interest is declared if the holding is five percent (5%) or more** of the issued capital of that company, and that the Trustee shall withdraw from any meeting at which the company's appointment or remuneration is under discussion
 - (C) Of the usual professional charges for business done by any Trustee who possesses specialist skills or knowledge or by their firms or partners, when instructed by the Charity to act in a professional and or consultancy capacity on its behalf, **provided that at no time shall a majority of the Trustees benefit under this provision**, and that Trustees shall withdraw from any meeting at which their appointment or remuneration, or that of their firms or partners, is under discussion
 - (D) Of reasonable and proper rent for premises demised or let by any Member or Trustee of the Charity
 - (E) Of reasonable out-of-pocket expenses to any Member or Trustee of the Charity

- (F) Of interest on money lent by any Member or Trustee of the Chanty, at a reasonable and proper rate per annum, taking as reference the published base lending rate of a clearing bank to be selected by the Board
- (G) Of benefits to any Member or Trustee in their capacity as general beneficiaries from the normal activities of the Chanty
- (H) Of any premium for indemnity insurance to cover the Trustee's liability in respect of any negligence, default, breach of trust or breach of duty, committed in relation to duties, tasks and activities of the Chanty, provided that any such insurance shall not extend to any claim arising from acts or omissions, knowingly or recklessly undertaken by the Trustees

Dissolution and Net Assets Upon Winding Up

8. The Members and / or the Trustees of the Chanty may at any time before, or in expectation of its dissolution, resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways;
 - (A) directly for the Objects, or
 - (B) by transfer to any Charity or Charities for purposes similar to the Objects, or
 - (C) to any Charity or Charities for use for particular purposes that fall within the Objects.
9. In no circumstances shall the net assets of the Chanty be paid to or distributed among the Members of the Chanty (except to a Member that is itself a Charity) and if no resolution in accordance with Article 8 is passed by the Members or the Trustees, the net assets of the Chanty shall be applied for charitable purposes by the Court or Commission.

Members

10. Members are subscribers to the Memorandum and the persons listed in the Register of Members at the date of adoption of these Articles and such other individuals or organisations as are admitted to Membership in accordance with the Articles and Membership Rules adopted by the Chanty. The Membership Rules shall stipulate the different classes of membership and voting rights of each class of membership. No person shall be admitted a Member of the Chanty unless his or her application for membership is approved by the Board. Unless the Board or the Chanty in general meeting makes other provisions, the Board may in their absolute discretion permit any Member to retire, provided that after such retirement, **the number of Members is not less than three (3)**. The Board may terminate the Membership of any person, if it deems their acts and conduct to be improper, a breach of trust or duty, or of undermining the Charity or bringing it into disrepute. Membership is not transferable and shall cease on death.

General Meetings

11. The Chanty shall hold an annual general meeting each year, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling them, and **not more than fifteen (15) months shall elapse between the date of one annual general meeting and the next**. The Chanty shall hold its first annual general meeting within eighteen months of its incorporation, and all general meetings shall be held at such times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings. The annual general meeting is held for, amongst other things: receive annual report and statement of accounts, appoint auditors for the Chanty, elect Trustees, and transact any other relevant business.
12. The Trustees may call general meetings and, on the request of one third of Members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the request. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member of the Chanty may call a general meeting.

Notice of General Meetings

13. An annual general meeting and an extraordinary general meeting **called for the passing of a special resolution appointing a person as a Trustee, shall be called by at least twenty-one (21) clear days' notice**. All other extraordinary general meetings shall be called by **at least fourteen (14) clear days' notice**, but a general meeting may be called by shorter notice if it is so agreed; in the case of an annual general meeting, by all the Members entitled to attend and vote, and in the case of any other meeting, by a majority of Members having a right to attend and vote. 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 to the Trustees and Auditors.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

15. No business shall be transacted at any meeting unless a quorum is present. **Sixty percent (60%) of Members** entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member organisation, shall constitute a quorum.
16. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall 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 or Members may determine.
17. The Chairperson, if any, of the Board or in his or her absence some other Trustee nominated by the Board shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be Chairperson for the meeting and, if there is only one Trustee present and is willing to act, he or she shall be Chairperson.

18. If no Trustee is willing to act as Chairperson, 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 Chairperson.
19. Subject to the provisions of the Act, an ordinary or special resolution in writing signed by all the Members entitled to receive notice of and to attend and vote at general meetings (or being corporate entities, by their duly authorised representatives), shall be as valid and effective as if the same had been passed at a general meeting of the Charity, duly convened and held.
20. The Chairperson 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 adjournment not taken place **When a meeting is adjourned for more than twenty one (21) days, at least seven (7) 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.
21. A resolution put to the vote at 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 provisions of the Act, **a poll may be demanded by the Chairperson, or by at least two Members entitled to vote at the meeting.**
22. Unless a poll is duly demanded, a declaration by the Chairperson 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.
23. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
24. A poll shall be taken as the Chairperson directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
26. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson directs, **not being more than thirty (30) days** after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

27. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. **In other cases, at least seven (7) clear days' notice shall be given** specifying the time and place at which the poll is to be taken.

Votes of Members

28. Every Member shall have one vote.
29. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Charity have been paid.
30. 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 Chairperson whose decision shall be final and conclusive
31. A vote given or poll demanded by the duly authorised representative of a Member organisation 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 Charity at its registered office 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.
32. Any organisation which is a Member of the Charity may by resolution of its Board or other governing body authorise such person as it thinks fit, to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as the organisation could exercise if it were an individual Member of the Charity.

Trustees

33. **The number of Trustees shall be not less than three (3), but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of twelve (12).** Should the number of Trustees fall below the minimum, it shall be lawful for the remaining Trustee or Trustees to act as a Board for the purposes of admitting new Members to the Board or Charity, and to call a general meeting, and for no other purpose. **No person who is not a Member of the Charity shall in any circumstances be eligible to hold office as a Member of the Board of Trustees**
34. The first Trustees shall be those persons named in the statement delivered pursuant to section 10 of the Act of the Companies Act 1985, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

Powers of Trustees

35. Subject to the provisions of the Act, Articles and to any directions given by special resolution, the business of the Chanty shall be managed by the Board of Trustees who may exercise all the powers of the Chanty. No alteration of the Articles, and no such direction shall invalidate any prior act of the Board, which would have been valid if that alteration had not been made or that direction had not been given. A meeting of Trustees at which a quorum is present may exercise all the powers of the Board.
36. In addition to all powers hereby expressly conferred upon the Board and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Chanty such parts of the funds as they may see fit; direct the sale or transposition of any such investments, expend the proceeds of any such sale in furtherance of the Objects of the Chanty, to enter into contracts on behalf of the Chanty, and to appoint persons or organisations to be agents of the Chanty for such purposes and on such terms as they determine.

Appointment and Retirement of Trustees

37. At the first, and at every subsequent annual general meeting, **one third of the Trustees shall retire by rotation**. If their number is not three or a multiple of three, the number nearest to one third, shall retire from office, but if there is only one Trustee who is subject to retirement by rotation, he or she shall retire.
38. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between Members of equal seniority, the Member to retire shall, in the absence of agreement among themselves, be determined by lot.
39. If the Chanty at the meeting at which a Trustee retires by rotation, does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed, unless at the meeting, it is resolved not to fill the vacancy or that a resolution for the re-appointment of the Trustee is put to the meeting and lost.
40. **No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless, he or she is recommended by the Board, or a Member of the Charity qualified to attend and vote at the meeting, gives notice in writing to the Secretary at least four (4) clear days before the meeting, of his or her intention to propose that person for appointment. The proposed person shall give notice in writing of his or her willingness to be elected as a Trustee.**
41. No person shall be appointed as a Trustee **unless he has attained the age of 18 years**, and would not have been disqualified under the provisions of Article 46 hereof.
42. At or before a general meeting at which election of Trustees is to be held, the relevant personal and professional details of the Member proposed for election shall be made available to the Members entitled to attend and vote.

43. Subject as aforesaid, the Chanty 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 and may also determine the rotation in which any additional Trustees are to retire
44. The Board may appoint Trustees either to fill a vacancy or as additional Trustees provided that the appointment does not cause the number of Trustees to exceed the prescribed maximum number of Trustees. A Trustee so appointed shall hold office only until the following annual general meeting and shall not be taken into account in the first year, in determining the Trustees who are to retire by rotation. If not re-appointed at the annual general meeting, these Trustees shall vacate office at the conclusion of the meeting.
45. Subject to the aforesaid, retiring Members of the Board are **eligible for re-election or re-appointment.**

Disqualification and Removal of Trustees

46. A Trustee shall cease to hold office if he or she;
- (A) becomes bankrupt, ceases to be a Member of the Chanty, or is barred by any statutory or regulatory provision, or
 - (B) becomes incapable by reason of mental disorder, illness or injury, or inability to manage and administer his or her own affairs, or
 - (C) resigns his or her office by notice to the Chanty (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or
 - (D) is absent without the permission of the Board from three or more meetings held within a six month period, and the Board resolves that he or she vacates office.

Trustees' Expenses

47. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance of Board, Committee or general meetings, or otherwise in connection with the discharge of their duties, but subject to Clause 7 of the Articles, shall otherwise not be paid any remuneration.

Trustees' Appointments and Interests

48. Subject to the provisions of the Act and Clause 7 of the Articles, the Board may appoint one or more of their number to the unremunerated office of Director-General or to any other unremunerated Executive office of the Chanty. Any such appointment may be made upon such terms as the Board determines, but shall terminate if the appointee ceases to be a Trustee. Such appointees shall not be subject to retirement by rotation.

49. Except to the extent permitted by Clause 7 of the Articles, no Trustee shall take or hold any interest in property belonging to the Charity, or receive remuneration, or be interested otherwise than as a Trustee, in any other contract to which the Charity is a party. Any Trustee who has a direct or indirect interest other than as a Trustee of the Charity in any proposed or actual contract, business or financial transaction of the Charity, shall declare his or her interest at the meeting where the relevant matter is being discussed. Such Trustees shall not vote on any resolution concerning the matter and shall not be counted in the quorum for that part of the meeting.

Proceedings of the Board

50. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board. 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 Chairperson shall have a second casting vote.
51. The quorum for the transaction of the business of the Board may be fixed by the Trustees, but **shall not be less than one third of their number or three (3) Trustees**, whichever is the greater. Board meetings shall be attended in person unless, for practicality and effectiveness, the Trustees agree to participate in the meeting through teleconferencing using audio-visual, telephone and other means of electronic communication. Meetings held through teleconferencing shall be as valid as if the Trustees attended in person, and such meetings would be deemed to have taken place at the place where the largest group of participating Trustees assembled.
52. The Board may act notwithstanding any vacancies in their number, but if the number of Trustees is less than the number fixed as the minimum, the remaining Trustees or Trustee may act only for the purpose of admitting Members to the Charity, filling vacancies in the Board, or calling a general meeting.
53. The Trustees may appoint one of their number to be the Chairperson of the Charity and of meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board at which he or she is present. If there is no Trustee holding that office, or if the Chairperson is unwilling to preside or is not present within fifteen minutes after the appointed time of the meeting, the Trustees present may appoint one of their number to be Chairperson of the meeting.
54. The Board may appoint one or more Committees and Sub-Committees consisting of Trustees and other persons selected by the Board, and delegate powers or duties to such Committees, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board, would be more conveniently or effectively undertaken or carried out by a such Committees. All Committees shall have a Trustee as a Member, fully and promptly report to the Board, and the acts and proceedings of such Committees shall be within the remit set out by the Board.

55. All acts done by any meeting of the Board or Committees, 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, shall 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.
56. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Board or of Committees, shall be as valid and effective as if it had been passed at a meeting duly convened and held. Proper records shall be kept of meetings, resolutions and proceedings of the Board and Committees.
57. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such accounts **shall be signed or authorised by at least two (2) people, one (1) of whom must be a Trustee.**

Secretary

58. Subject to the provisions of the Act, the Secretary shall be appointed by the Board on terms, remuneration (if not a Trustee) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time appoint an assistant or deputy Secretary to act in place of the Secretary on terms determined by the Board.

Treasurer and Other Officers

59. Subject to the provisions of the Act, the Trustees may appoint a Chairperson, Treasurer and other Officers be appointed by the Board on terms and conditions as they may think fit, and any such Officer so appointed may be removed by the Board. The Board may from time to time appoint a Vice or Deputy Chairperson to act in place of the Chairperson, or appoint a Vice or Deputy Treasurer to act in place of the Treasurer.

Minutes

60. The Trustees shall keep records of all appointments of Officers made by the Board, and minutes of all proceedings at Board, Committee and general meetings, including the names of the Trustees present at each such meeting.

Accounts

61. Accounting records shall be kept and annual Income and Expenditure Accounts and Balance Sheets prepared in accordance with the provisions of the Act. Notwithstanding any exemptions provided by the Act, the Board may appoint a properly qualified Auditor or Auditors to ascertain any financial report or accounts. Financial records and accounts shall always be open to the inspection of the Trustees, and shall be laid before the Members at every annual general meeting. The Board may from time to time permit the inspection of records by Members and other persons.

Annual Report and Returns

62. The Board shall comply with statutory obligations with regard to the preparation of annual reports and returns and the transmission of such reports to the appropriate authorities and regulators

The Common Seal

63. The seal shall only be used by the authority of the Board or of a Committee of Trustees authorised by the Board. 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 the Chairperson or the Secretary or at least two (2) Trustees.

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 Board need not be in writing. On the discretion of the Board, other persons may be given notice and invited to attend meetings.
65. The Chanty may give any notice to a Member either personally or by electronic mail or by post in a prepaid envelope addressed to the Member at his or her registered address, or by leaving it at that address. A Member whose registered address is not within the United Kingdom, but provides an address within the United Kingdom, shall be entitled to have notices given to him or her at that address, but otherwise, no such Member shall be entitled to receive any notice from the Chanty.
66. A Member present in person at any meeting of the Chanty shall be deemed to have received notice of that meeting and, where necessary, of the purposes for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an electronic mail notice was sent to the proper electronic mail address shall be conclusive evidence that the notice was given. A notice shall be deemed to be effective notice at the expiry of 48 hours after the envelope containing it or the electronic mail was posted.

Indemnity

68. Subject to the provisions of the Act, every Member, Trustee or other Officer of the Chanty shall be indemnified out of the assets of the Chanty against any liability incurred by him or her in that capacity, in defending any legal proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chanty. The Board, at its absolute discretion, may provide funds from the Chanty to assist in such legal proceedings, prior to their final resolution.

Rules

69. The Board may from time to time make internal rules consistent with the Articles and Act, for the proper conduct and management of the Chanty, and for the purposes of prescribing classes of, and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate: admission, rights, privileges, conditions, fees, subscription, discipline, conduct resignation, termination and other membership matters.
70. The Board may from time to time make rules regulating the procedure and conduct of Board, Committee and general meetings, supervision and management of employees, conduct of Members in relation to one another and to the Chanty's employees, relationship with external partners; usage of the Chanty's assets, operation of bank accounts, and generally all such matters that are commonly the subject of company rules.
71. The Chanty in general meeting shall have power to alter, add to or repeal the rules or bye laws, and the Board shall adopt such means as they think sufficient to bring to the notice of Members, binding and such other rules or bye laws. No rule or bye law shall be inconsistent with, or detract from or repeal anything contained in the Articles.

Indemnity

72. Except to the extent prohibited or restricted by Statutes, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Chanty may be indemnified out of the assets of the Chanty against all liabilities incurred by him or her in the execution or discharge of his or her duties or in the exercise of his or her powers.

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