

HIAS+JCORE

Company Number: 06620941

COMPANY LIMITED BY GUARANTEE

## Memorandum and Articles of Association

As amended by Special Resolution on 13<sup>th</sup> October 2022

1. The company's name is HIAS+JCORE (in this document called the Charity and in common usage HIAS+JCORE).

2. The Charity's registered office is to be situated in England.

3. The Charity's objects (the Objects) are

(1). The promotion of racial harmony by any charitable means for the public benefit, including by:

(a) Promoting knowledge and mutual understanding between different racial groups;

(b) Advancing education and raising awareness about different racial groups to promote good relations between persons of different racial groups;

(c) Supporting learning in both formal and informal sectors, such as schools, synagogues, and Jewish communal organisations, to spread an awareness of community and race relations issues throughout the Jewish community;

(d) Encouraging the commitment of the Jewish community to these Objects and stimulating its active involvement in their pursuit.

(2). The advancement of education in particular but not exclusively of young people in relation to issues of racial equality.

(3). The relief of need for public benefit amongst asylum seekers and those granted refugee status by the provision of vocational skills and training, advice and support so as to advance them in life and any other relevant means appropriate for that purpose that may apply.

4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (d) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (e) To co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
- (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (k) to operate a bank or building society account or accounts in the name of the Charity; deposit or invest funds; employ a professional fund-manager; and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of the trust are permitted to by the Trustee Act 2000;
- (l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
- (m) To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;
- (n) To do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(l) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
    - (b) The liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
  - (3) (a) the following liabilities are excluded from sub-clause (2)(a):
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
    - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
  - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense.
  - Charity;
  - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 49
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
    - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
    - (b) reasonable and proper remuneration for any goods or services supplied to the Charity
  - (4) No Director may:
    - (a) buy goods or services from the Charity;
    - (b) sell goods, services or any interest in land to the Charity;

(c) be employed by or receive any remuneration from the Charity;  
(d) receive any other financial benefit from the Charity;  
unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

(5) In sub-clauses (2)-(6) of this clause 5:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and 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 for use for particular purposes that fall within the

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(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.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE

Articles of Association of  
HIAS+JCORE

Company Number: 06620941

As amended by Special Resolution passed on 13<sup>th</sup> October 2022

Interpretation.

1. In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a 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;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary;

"the Directors" means the directors of the Charity. The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland;

And words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference

- to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
2. The Charity is established for the purpose expressed in the Memorandum of Association

## MEMBERS

3. (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership is open to other individuals or organisations who:
- (a) apply to the Charity in the form required by the Directors; and
  - (b) are approved by the Directors.
- (3) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

## Termination of Membership

4. Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
  - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
  - (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

#### General meetings

5. (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Directors may call an extraordinary general meeting at any time.

#### Notice of general meetings

7. (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
  - fourteen clear days for all other extraordinary general meetings.
- (2) 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 an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.

8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

#### Proceedings at general meetings

9. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) The quorum at any general meeting shall be four members present in person or by proxy.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

10. If a quorum is not present within half an hour from the time appointed for the General 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 Directors may determine.
11. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.  
(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.  
(3) If there is only one Director present and willing to act, he or she shall chair the meeting.  
(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
12. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.  
(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.  
(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.  
(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
13. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:  
(a) by the person chairing the meeting; 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.  
(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.  
(b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.  
(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.  
(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.  
(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.  
(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.



- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### Votes of members

16. (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

17. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### Directors

19. (1) A Director must be a natural person aged 18 years or older.

(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.

20. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

21. The first Directors shall be those persons notified to Companies House as the first directors of the Charity and who shall be the subscribers to the Memorandum of Association and who shall hold office until the conclusion of the first Annual General Meeting.

22. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

#### Powers of Directors

23. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

- 24 (1) After the first Annual General Meeting, the Directors shall consist of:
- (i) Not fewer than four persons elected by the members at the Annual General Meeting under the provisions of Article 25 below, or such other number as may be determined in accordance with Article 28 below.
  - (ii) Persons co-opted under the provisions of Article 27 below.

#### The Appointment of Directors

25. (1) Elections for Directors shall take place at the Annual General Meeting at least once every three years. The Annual General Meeting may provide for the rules governing an election if the Directors have made no Regulations in accordance with Article 49 below. From the Charity's 2023 Annual General Meeting, the persons elected as Directors may serve for three years from the date of their election and are eligible for re-election but may not serve more two consecutive terms.
- (2) Persons elected as Directors need not be members of the Charity at the time of their election but will automatically become members from the time of their election, subject to the provisions of Article 3.
- (3) Any voting member may nominate a person for election as a Director. In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and, if submitted before the meeting, be in writing.
- (4) The Directors may nominate a person or persons as Directors but in this case such nomination must be sent to members of the Charity at the same time as the notice of the meeting at which voting for Directors is to take place.
- (5) If nominations exceed vacancies, an election shall take place by ballot among the members of the Charity. The Directors will have power to decide whether

this ballot should be postal or by electronic communication, or held at the meeting called for the purpose, or a combination of the two.

26. (1) The Directors may appoint persons to fill any casual vacancies which occur amongst the Directors, such appointments to terminate at the end of the term for which the original Director was elected.
- (2) The Directors may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a Director as defined in Article 1.
27. (1) The Directors may co-opt any person, whether or not a member of the Charity, to membership of the Board until the conclusion of the Annual General Meeting next following, provided that the number of co-opted persons shall not exceed one-third of the total number of Directors.
- (2) A person whose co-opted membership of the Directors has terminated shall be eligible for co-option again at any time.
- 28 Subject to the provisions of these Articles, the Charity may from time to time in General Meeting increase the number of Directors and may make the appointments necessary for affecting any such increase.
29. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

#### Disqualification and removal of Directors

30. A Director shall cease to hold office if he or she:
  - (1) Ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
  - (2) Is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) Ceases to be a member of the Charity;
  - (4) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) Resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (6) Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated;
  - (7) From the Charity's 2023 Annual General Meeting, has served two consecutive three-year terms.

#### Directors' remuneration.

31. The Directors must not be paid any remuneration unless it is authorized by clause 5 of the Memorandum.

#### Proceedings of Directors

32. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- (2) Any Director may call a meeting of the Directors.
  - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
33. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
34. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
35. (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
36. (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

#### Delegation

37. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

38. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

39. (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- Who was disqualified from holding office;
  - Who had previously retired or who had been obliged to vacate office;
  - Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise if without the vote of that Director and that Director being counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting.
- (2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

#### Seal

40. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

#### Minutes

41. The Directors must keep minutes of all:
- (1) Appointments of officers made by the Directors;
  - (2) Proceedings at meetings of the Charity;
  - (3) Meetings of the Directors and committees of Directors including:
    - the names of the Directors present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate, the reasons for the decisions.

#### Accounts

42. (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

#### Annual Report and Return and Register of Charities.

43. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) The transmission of the statements of account to the Charity;
- (b) The preparation of an annual report and its transmission to the Commission;
- (c) The preparation of an annual return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

44. Any notice to be given to or by any person pursuant to the articles:

- (1) Must be in writing; or
- (2) Must be given using electronic communications.

45. (1) The Charity may give any notice to a member either:

- (a) Personally; or
- (b) By sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) By leaving it at the address of the member; or
- (d) By giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

46. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

47. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) In the case of an electronic communication, 48 hours after it was sent.

#### Indemnity

48. The Charity may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by section 309A of the Companies Act 1985.

#### Regulations

49 (1) The Directors shall have power to make, repeal and amend Regulations for any matter concerned with the proper conduct and management of the Charity, for example, the conduct of meetings, the nomination of members of the Charity and the Directors and the method of election of Directors provided they are not

inconsistent with the Memorandum or these Articles. Such Regulations, and any repeals and amendments, shall have effect until set aside by the Directors or at a General Meeting.

- (2) The Regulations shall be binding on all members of the Charity. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.