



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **10776032**

The Registrar of Companies for England and Wales, hereby certifies that

THE CAMBRIDGE SECURITY INITIATIVE 2017

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **17th May 2017**



N10776032D



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

69/40

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a
private or public company.

✗ **What this form is NOT for**
You cannot use this form to
register a limited liability partnership.
If you wish to register a limited liability
partnership, please use form LL IN01.
You cannot use this form if any individual
with significant control is a
director or has applied for protection
from creditors having their details disclosed
to the public register. Contact enquiries@
companieshouse.gov.uk to order a
separate form.

THU SATURDAY



A65WGHYX

A06 06/05/2017 #96

COMPANIES HOUSE

A63RNA14

A09 06/04/2017 #34

COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

THE CAMBRIDGE SECURITY INITIATIVE
2017

For official use

→ **Filling in this form**

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① **Duplicate names**

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance at:
www.gov.uk/companieshouse

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

② **Company name restrictions**

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at:
www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**

Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website:
www.gov.uk/companieshouse

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Application to register a company

A4

Company type^①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ^②

Classification code 1	8	5	4	2	1
Classification code 2	8	5	4	2	2
Classification code 3	8	5	6	0	0
Classification code 4	8	2	3	0	2

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ^③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

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Application to register a company

A7**Registered office address ●**

	Please give the registered office address of your company.
Building name/number	24
Street	MILLINGTON ROAD
Post town	CAMBRIDGE
County/Region	CAMBRIDGESHIRE
Postcode	CB3 9PH

● Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8**Articles of association ●**

	Please choose one option only and tick one box only.
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

● For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9**Restricted company articles ●**

Please tick the box below if the company's articles are restricted.

☐
● Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2**Secretary's service address ①**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate secretary**C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete **Section C3 only**
 → No Complete **Section C4 only**

C3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ②	
Registration number	

② EEA

A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	DR.
Full forename(s)	ALAN MICHAEL
Surname	DAWSON
Former name(s) ^②	N/A
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Month/year of birth ^④	<div> <div> <div>MM</div> <div>12</div> </div> <div> <div>YY</div> <div>1951</div> </div> </div>
Business occupation (if any) ^⑤	CONSULTANT

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	24
Street	MILLINGTON ROAD
Post town	CAMBRIDGE
County/Region	CAMBRIDGESHIRE
Postcode	CB3 9PH
Country	ENGLAND

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director**D1****Director appointments ¹**

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	PROFESSOR																																				
Full forename(s)	STEFAN ALAN																																				
Surname	MALPER																																				
Former name(s) ²	N/A																																				
Country/State of residence ³	USA																																				
Nationality	USA - AMERICAN																																				
Month/year of birth ⁴	<table border="1"> <tr> <td>x</td><td>x</td><td></td><td></td><td></td><td></td> <td>m</td><td>m</td><td></td><td></td><td></td><td></td> <td>y</td><td>y</td><td></td><td></td><td></td><td></td> </tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td> <td>0</td><td>6</td><td></td><td></td><td></td><td></td> <td>1</td><td>9</td><td></td><td></td><td>4</td><td>4</td> </tr> </table>	x	x					m	m					y	y											0	6					1	9			4	4
x	x					m	m					y	y																								
						0	6					1	9			4	4																				
Business occupation (if any) ⁵	CONSULTANT																																				

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

3 Country/State of residence

This is in respect of your usual residential address as stated in section D4.

4 Month and year of birth

Please provide month and year only.

5 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⁶**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	24
Street	MILLINGTON ROAD
Post town	CAMBRIDGE
County/Region	CAMBRIDGESHIRE
Postcode	CB3 9HP
Country	ENGLAND

6 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	SIR
Full forename(s)	RICHARD BILLING
Surname	DEARLOVE
Former name(s) ②	N/A
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Month/year of birth ④	XX 01 1945
Business occupation (if any) ⑤	DIRECTOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	24
Street	MILLINGTON ROAD
Post town	CAMBRIDGE
County/Region	CAMBRIDGESHIRE
Postcode	CB3 9HP
Country	ENGLAND

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	DR.	
Full forename(s)	STEPHEN PETER	
Surname	MARTLAND	
Former name(s) ②	N/A	
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	XX XX 07 1947	
Business occupation (if any) ⑤	RETIRED ACADEMIC	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	24	
Street	MILLINGTON ROAD	
Post town	CAMBRIDGE	
County/Region	CAMBRIDGESHIRE	
Postcode	CB3 9HP	
Country	ENGLAND	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?	
	→ Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.		
Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.		
② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse		
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).		
④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.		

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1**Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)			Total number of shares	Total aggregate nominal value ❶
				Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

F2**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share	
Prescribed particulars ①	<div data-bbox="1177 324 1513 981"> <p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p> </div>

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Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 People with significant control (PSC).

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	ALAN MICHAEL
Surname ①	DAWSON
Address ②	24 MILLINGTON ROAD, CAMBRIDGE CAMBRIDGESHIRE
Postcode	CB3 9HP
Amount guaranteed ③	£1-00
Class of member (if applicable) ④	N/A

Subscriber's details

Forename(s) ①	STEFAN ALAN
Surname ①	HALPER
Address ②	24 MILLINGTON ROAD, CAMBRIDGE CAMBRIDGESHIRE
Postcode	CB3 9HP
Amount guaranteed ③	£1-00
Class of member (if applicable) ④	N/A

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Subscriber's details

Forename(s) ①	RICHARD BILLING
Surname ①	DEARLOVE
Address ②	24 MILLINGTON ROAD, CAMBRIDGE CAMBRIDGESHIRE
Postcode	CB3 9HP
Amount guaranteed ③	£ 1-00
Class of member (if applicable) ④	N/A

Subscriber's details

Forename(s) ①	STEPHEN PETER
Surname ①	MARTLAND
Address ②	24 MILLINGTON ROAD, CAMBRIDGE CAMBRIDGESHIRE
Postcode	CB3 9HP
Amount guaranteed ③	£ 1-00
Class of member (if applicable) ④	N/A

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ^①

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3	Individual's details	<p>❶ Country/State of residence This is in respect of the usual residential address as stated in section H6.</p> <p>❷ Month and year of birth Please provide month and year only.</p>
<p>Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company</p>		
Title*		
Full forename(s)		
Surname		
Country/State of residence ^❶		
Nationality		
Month/year of birth ^❷	<div> <div> <div> <div></div> <div></div> </div> <div> <div></div> <div></div> </div> </div> <div> <div>m</div> <div>m</div> </div> <div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div> </div>	
H4	Individual's service address^❶	<p>❶ Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p>
<p>Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.</p>		
Building name/number		
Street	<div></div> <div></div>	
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	
Title*		
Full forename(s)		
Surname		
Country/State of residence ¹		
Nationality		
Month/year of birth ²	<div><div>X</div><div>X</div><div>m</div><div>m</div><div>y</div><div>y</div><div>y</div><div>y</div></div>	1 Country/State of residence This is in respect of the usual residential address as stated in section H6. 2 Month and year of birth Please provide month and year only.

H4	Individual's service address¹	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

1 Service address
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ^①	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal office address
This is the address that will appear on the public record.

I2 Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.
Legal form	
Governing law	
If applicable, register in which RLE is entered ^①	
Country/State ^①	
Registration number ^①	

① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

IN01

Application to register a company

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1**ORP details**

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2**Principal office address ①**

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3**Legal form and governing law**

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2

Election to keep directors' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4

Election to keep members' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register
☐ The company will be a single member company (Tick if applicable).

K5

Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register
☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

^④ Eligible person

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ¹

Please tick the box to confirm.

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

¹ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to Section N1 (Statement of compliance delivered by the subscribers).
→ Yes Go to Section N2 (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

¹ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

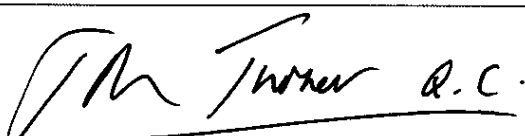
IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	JANET TURNER Q.C.
Building name/number	43
Street	BROOK STREET
Post town	LONDON
County/Region	GREATER LONDON
Postcode	N1K 4HJ
Country	ENGLAND
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	<div>Signature X  X</div>

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name JANE TURNER Q.C.

Company name MINERVA SMART CITIES

Address 43 BROOK STREET

Post town LONDON

County/Region GREATER LONDON

Postcode W1K 4HJ

Country ENGLAND

DX

Telephone 0203 871 4020

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A7).
☒ At the agents address (Given in Section N2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE CAMBRIDGE SECURITY INITIATIVE 2017**

Adopted on incorporation

Contents

Clause	Name	Page
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3	Definitions and Interpretation	2
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6	Application of Income and Property	7
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8	Membership	8
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18	Conflicts of Interest	15
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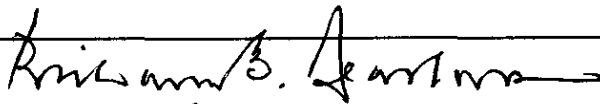
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
THE CAMBRIDGE SECURITY INITIATIVE 2017

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

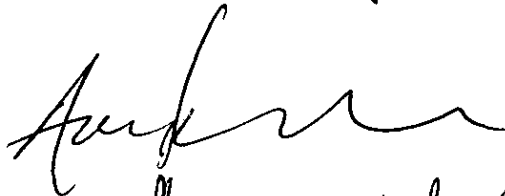
Name of each subscriber

Authentication by each subscriber

Sir Richard Dearlove



Dr Alan Dawson



Professor Stefan Halper



Dr Peter Martland



Dated: [30] April 2017

CHARITY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE CAMBRIDGE SECURITY INITIATIVE 2017

PART 1 - PRELIMINARY

1 NAME AND STATUS

- 1.1 The name of the Charity is **"THE CAMBRIDGE SECURITY INITIATIVE 2017"**.
- 1.2 The Charity is registered under the Companies Act as a charitable company limited by guarantee in England and Wales.

2 DISAPPLICATION OF MODEL ARTICLES

The Articles alone shall constitute the regulations of the Charity. The regulations contained in The Model Articles for Private Companies Limited by Guarantee (contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229)) shall not apply to the Charity.

3 DEFINITIONS AND INTERPRETATION

- 3.1 In these Articles, the following expressions have the following meanings and interpretations unless the context indicates another meaning:

"AGM" means an annual general meeting of the Charity.

"Articles" means the Charity's articles of association, and **"Article"** refers to a particular article.

"Board" means the board of Trustee Directors.

"Chairman" means the chairman of the Trustee Directors.

"Charitable Purposes" means those purposes which are charitable under the laws of England & Wales from time to time.

"Charities Act" means the Charities Act 2011 and any successor legislation.

"Charity" means the Charity governed by these Articles.

"Clear Day" does not include the day on which notice is served or deemed to be served or the day for which it is given or on which it is due to take effect.

"Companies Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

“Commission” means the Charity Commission for England & Wales or any successor body to it from time to time.

“Conflicted Trustee Director” means a Trustee Director in respect of whom a conflict of interest arises or may reasonably arise because that Trustee Director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for Indemnity Insurance) from the Charity, or has some separate interest or duty in a matter to be decided by the Charity, or in relation to information which is confidential to the Charity.

“Connected Person” means in relation to a Trustee Director, either: a member of the Trustee Director’s family or household; a person or body who is a business associate of the Trustee Director or the Trustee Director’s family; an institution that is controlled by the Trustee Director, his or her family or his or her business associate; or any body corporate where the Trustee Director, the Trustee Director’s family or business associate has an interest that consists of more than 20% of the share capital of the body or controls more than 20% of the voting rights at a general meeting of the body.

“Custodian” means a person or body who undertakes safe custody of assets or of documents or records relating to them.

“Electronic Means” refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference.

“Financial Expert” means an individual, Charity or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.

“Financial Year” means the Charity’s financial year being 1st April to 31st March unless otherwise varied.

“Firm” includes a limited liability partnership.

“General Meeting” means any meeting of the Members of the Charity other than an AGM.

“Indemnity Insurance” means insurance against personal liability incurred by any Trustee Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

“Interested Party” means partner, employee, consultant, Trustee Director or shareholder.

“Locality” means the geographical area within which the Charity operates as defined by the Members from time to time.

“Material Benefit” means a benefit, direct or indirect, which may or may not be financial but which in any event has a monetary value.

“Meeting” means any General Meeting or AGM.

“Member” means an individual or organisation who has been appointed as a Member of the Charity – and **“Membership”** of the Charity shall be construed accordingly.

“Memorandum” means the Charity’s memorandum of association, which for the avoidance of doubt shall incorporate any amendments deemed to be made pursuant to the Companies Act.

“Month” means calendar month.

“Nominee Charity” means a corporate body registered or having an established place of business in England and Wales which holds title to property for another.

“Objects” means the objects of the Charity as defined in Article 4.

“Ordinary Resolution” means a resolution agreed by a simple majority of the Members present and eligible to vote at a meeting of the Members or in the case of a Written Resolution by Members who together hold a simple majority of the voting power.

“Special Resolution” means a resolution agreed by a 75% majority of the Members present and eligible to vote at a meeting of the Members or in the case of a Written Resolution by Members who together hold 75% of the voting power.

“Taxable Trading” means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax.

“Trustee Director” means any duly appointed Charity Trustee Director of the Charity from time to time.

“Written or in Writing” refers to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper.

“Written Resolution” refers to an Ordinary Resolution or a Special Resolution which is in Writing.

3.2 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

3.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

PART 2 — OBJECTS AND POWERS OF THE CHARITY

4 OBJECTS

4.1 The Objects of the Charity are to advance education in relation to international security and intelligence issues including (but without limitation):

- (a) promoting the study and/or facilitating the informed analysis of issues such as state secrecy; the threats of nuclear proliferation, cyber attack and terrorism; the problems generated by the demand for regional security, of governing diversity and the impact of revolutions; and/or

- (b) promoting an understanding of intelligence collection and how it is used; of counter-intelligence and covert action; and of what intelligence can achieve and its limitations; and/or
- (c) establishing arrangements for collaboration in respect of intelligence studies, teaching and research with and/or between national and international universities (and colleges, faculties and departments within them), the government of the UK and other nations, the Defence Intelligence Agency and other similar organisations involved with such work; and/or
- (d) to do all such other things as are incidental or conducive to the attainment of these Objects.

4.2 The Charity is not established or conducted for private gain: all profit and assets of the Charity shall be used, by way of reinvestment or otherwise, principally for the benefit of the Charity's Objects.

5 **POWERS**

The Charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to so doing whether in the UK or worldwide. In particular, but without limitation, the Charity has power to:

- (a) carry out research;
- (b) contribute to and/or provide material and/or content for educational programmes and/ or qualifications of whatever nature;
- (c) prepare or assist in the development, organisation and implementation of programmes, conferences, seminars and similar activities of whatever kind;
- (d) co-operate with other authorities, agencies or bodies whether international, national or local, whether for profit or non- profit, in any way, including the exchange of information and advice, joint working arrangements and joint ventures;
- (e) prepare, edit, print, publish, issue, acquire and distribute information in any media format (or commission other bodies or individuals to do so);
- (f) provide, promote and sponsor conferences, lectures, discussions, exhibitions, training courses, case studies and other like events;
- (g) hold, develop, license and deal with any form of intellectual property recognised in any part of the world;
- (h) make any kind of donation, grant or loan, and provide sponsorship or otherwise support projects or initiatives;
- (i) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

- (j) give guarantees;
- (k) give security for loans or other obligations;
- (l) purchase, take on, lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and construct, maintain and alter buildings, structures and/or infrastructures;
- (m) pay outgoings and expenses and execute documents and do all things required in connection with the use, maintenance, upkeep, expansion, alteration or improvement of any such property;
- (n) sell, manage, let or mortgage, charge, dispose of or turn to account all or any of the property or assets of the Charity, subject to such consents as may be required by law;
- (o) lend, borrow or raise funds for the Objects of the Charity on such terms as to security as may be thought fit by the Trustee Directors from time to time;
- (p) receive and accept any gift of money, property or other assets whether subject to any special trust or not;
- (q) deposit or invest its funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustee Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- (r) delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the investment policy is set down in Writing for the Financial Expert by the Trustee Directors;
 - (ii) timely reports of all transactions are provided to the Trustee Directors;
 - (iii) the performance of the investments is reviewed regularly with the Trustee Directors;
 - (iv) the contractual terms of the appointment of the Financial Expert are set out in Writing and at least include a term which entitles the Trustee Directors to cancel the delegation arrangement (whether on provision of notice or otherwise);
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year; and
 - (vi) all charges due to be made by the Financial Expert are on a scale or at a level which is agreed in advance.
- (s) arrange for investments or other property of the Charity to be held in the name of a Nominee Charity acting under the direction of the Trustee

Directors or controlled by a Financial Expert acting under their instructions, and pay any reasonable fee required;

- (t) deposit documents and physical assets with any Charity registered or having a place of business in England or Wales as Custodian, and pay any reasonable fee required;
- (u) insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity and its officers, staff and voluntary workers when required;
- (v) subject to Article 6, employ or engage paid or unpaid agents, staff or advisors and to make all reasonable and necessary provisions towards the payment of pensions and superannuation to or on behalf of staff;
- (w) enter into contracts to provide services to or on behalf of other bodies or, otherwise, as necessary to further the business of the Charity;
- (x) establish and/or acquire subsidiary or associated companies or entities of whatever kind and/or participate in such entities;
- (y) pay out of the funds of the Charity the costs, charges and expenses incurred in relation to the formation of the Charity;
- (z) provide Indemnity Insurance to cover the liability of any Member or Trustee Director, in accordance with these Articles; and
- (aa) do anything else within the law which promotes or helps to promote the Objects.

6 APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Charity shall be applied solely towards the promotion of its Objects. No portion of that income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members.

6.2 The Charity shall be permitted in good faith to make, and a Member and Trustee Director shall be permitted to receive and retain, any payment:

- (a) of interest on money lent by a Member or Trustee Director of the Charity at a reasonable and proper rate per annum;
- (b) to any Member or Trustee Director of reasonable out-of-pocket expenses (including travel and hotel expenses) actually incurred in the exercise of his or her duties as a Member or Trustee Director;
- (c) of fees, remuneration or other benefit in money or money's worth to a Charity, partnership or limited liability partnership of which a Trustee Director may be an Interested Party so long as the Trustee Director discloses his or her interest in any such arrangement;

- (d) of reasonable and proper rent for premises demised or let by any Member or any Trustee Director;
 - (e) of reasonable and proper remuneration to any Trustee Director for the purchase or supply of goods for value; and
 - (f) of reasonable and proper remuneration to any Trustee Director or Connected Person for performing services actually rendered and in particular by way of salary and employee benefits to a Trustee Director who is also an employee of the Charity in return for his or her services performed in that capacity.
- 6.3 For the purposes of this Article 6: **“Trustee Director”** shall be interpreted as the context requires to include Connected Persons.
- 6.4 The Trustee Directors may, in accordance with the requirements set out in the Articles, including Article 18 below, authorise any matter proposed to them by any Trustee Director which would, if not authorised, involve a Trustee Director breaching his or her duty under the Companies Act, including without limitation his or her duty under section 175 of the Companies Act to avoid conflicts of interest.
- 6.5 The Trustee Directors shall comply with the requirements of the Companies Act and the Articles in respect of any Conflicted Trustee Director.

7 WINDING UP OR DISSOLUTION

If, upon the winding up or dissolution of the Charity, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other body or bodies having objects similar to the Objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 6 hereof, such body or bodies to be determined by the Members of the Charity.

PART 3 - MEMBERS

8 MEMBERSHIP

- 8.1 The Charity must maintain a register of Members.
- 8.2 The Trustee Directors may from time to time create classes of membership and may define the rights and obligations of any such membership class.
- 8.3 The primary membership class shall be the Trustee Directors from time to time.
- 8.4 Any subsequent change to the qualification criteria for the Membership Classes, to be set by the Board under Article 8.2, shall be approved by the existing Members (acting by a majority).

- 8.5 Each Member may belong to only one Membership Class.
- 8.6 The initial subscribers to the Memorandum of Association shall be the first Members of the Charity.
- 8.7 The minimum number of Members shall be four (4) Members.
- 8.8 No other person shall be admitted to membership of the Charity unless that person:
- 8.8.1 meets the qualification criteria for the relevant class of Membership;
 - 8.8.2 applies for membership in a form prescribed by the existing Members; and
 - 8.8.3 their application for membership is approved by the existing Members.
- 8.9 Membership is not transferable.
- 8.10 Membership of the Charity shall terminate if the Member:
- 8.10.1 ceases to satisfy the qualification criteria for the relevant Membership Class of which he is member;
 - 8.10.2 is a Trustee Director and ceases to be a Trustee Director for whatever reason;
 - 8.10.3 is a corporate body (including for the avoidance of doubt any corporation created by statute) and
 - (a) is, or is deemed for the purposes of any law to be, unable to pay its debts as they fall due (without such inability to pay its debts having to be proved to the satisfaction of the court);
 - (b) any meeting of creditors (or any class or classes of creditors) of the Member is called;
 - (c) any step is taken in connection with any voluntary arrangement or any other compromise, assignment or any other arrangement for the benefit of any creditors of the Member (including a scheme or arrangement under part 26 of the Companies Act 2006);
 - (d) an application is made for an administration order by any person or the making of an administration order in relation to the Member;
 - (e) any notice is given of intention to appoint an administrator by any person, or the filing at court of the prescribed documents in connection with the appointment of an administrator, or the appointment of an administrator, in any case in relation to the Member;
 - (f) a receiver or manager or an administrative receiver is appointed in relation to any property or income of the Member;

- (g) there is commenced a voluntary winding-up in respect of the Member, except a winding-up for the purpose of a bona-fide amalgamation or reconstruction;
 - (h) a petition for a winding-up order is presented, or a winding-up order is made in respect of the Member;
 - (i) an application for, or the appointment of, a provisional liquidator by any person in respect of the Member is made;
 - (j) the Member is struck from the Register of Companies (or equivalent register in the Member's jurisdiction of incorporation) or an application for the Member to be struck off is made;
 - (k) ceases to be recognised as a Charity under the law of the Member's governing jurisdiction (unless the Trustee Directors resolve otherwise); or
 - (l) any change of control of the Member takes place ("control" having the meaning given to it in section 840 of the Income and Corporation Taxes Act 1988);
- 8.10.4 the Member otherwise ceases to exist (except in the case of a successor organisation which entirely or substantially assumes the role and function of the Member);
- 8.10.5 the Member materially changes the nature of its business;
- 8.10.6 the Member disposes of all or substantially all of its respective assets to any person;
- 8.10.7 is an individual and becomes bankrupt, insolvent, or makes any arrangement or composition with his creditors generally;
- 8.10.8 in the opinion of the Members (acting by a majority) conducts himself / itself in such a manner as to render it undesirable that he / it should continue as a Member; or
- 8.10.9 resigns by notice to the Charity and such resignation has taken effect in accordance with its terms unless, after such resignation, there would be no remaining Members.

9 LIABILITY OF MEMBERS

- 9.1 The liability of Members is limited.
- 9.2 Every Member promises, if the Charity is dissolved while he or she remains a Member or within one year after he or she ceases to be a Member, to pay up to £1 towards:
- (a) payment of those debts and liabilities of the Charity incurred before he or she ceased to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and

- (c) the adjustment of the rights of contributors among themselves.

10 MEETINGS OF MEMBERS

10.1 The Charity may hold an AGM in each year. If held, not more than fifteen months shall elapse between AGMs.

10.2 Members are entitled to:

- (a) receive the accounts of the Charity for the previous Financial Year;
- (b) receive an annual Written report on the Charity's activities; and
- (c) appoint reporting accountants or auditors for the Charity (unless such accountants or auditors are automatically deemed reappointed under the Companies Act).

11 NOTICE OF AND PROCEEDINGS AT MEETINGS OF MEMBERS

11.1 Members are entitled to attend Meetings in person or by proxy (but only if the appointment of a proxy is in Writing and notified to the Charity before the commencement of the meeting).

11.2 Meetings are called on at least 14 and not more than 28 Clear Days' Written notice, unless the Members consent to a shorter period of notice in accordance with the Companies Act.

11.3 A notice of a Meeting shall set out the business to be discussed and the right of a Member to appoint a proxy, in accordance with the requirements of the Companies Act.

11.4 There is a quorum at a Meeting if the number of Members present in person or by proxy is at least three, or equal to or more than one-third of the Members whichever number shall be greater.

11.5 Members' meeting shall be chaired by:

11.5.1 the nominated Chair of the Board of Trustee Directors from time to time; or

11.5.2 in his absence within fifteen minutes of the time appointed for holding the Meeting, by any other Member elected by the Members present in person or by proxy in his or her personal capacity as a Member and not as proxy for another Member.

11.6 The person chairing the Meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) or where inquorate at his or her absolute discretion, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at the adjourned Meeting other than business that might properly have been transacted at the Meeting had the adjournment not taken place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for fourteen days or more, in which case at least seven days' notice of the adjourned meeting shall be given.

- 11.7 Except where otherwise provided by the Articles or the Companies Act, every matter proposed at a Meeting is decided by Ordinary Resolution.
- 11.8 No Member shall be entitled to vote at any Meeting unless all monies then payable by him or her to the Charity have been paid. Otherwise, every Member present in person or by proxy has one vote on each matter.
- 11.9 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary Resolution or a Special Resolution) is as valid as an equivalent resolution passed at a General Meeting. For this purpose, the Written Resolution may be set out in more than one document.
- 11.10 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a General Meeting or a Written Resolution.

PART 4 – TRUSTEE DIRECTORS

12 THE TRUSTEE DIRECTORS

Subject to the provisions of the Companies Act, these Articles and to any directions given by Special Resolution of the Members, the Trustee Directors shall be responsible for the management and administration of the business of the Charity. However, no resolution passed by the Charity in General Meeting shall invalidate any prior act of the Trustee Directors which would have been valid if that resolution had not been passed.

13 NUMBER OF TRUSTEE DIRECTORS

The minimum number of Trustee Directors shall be four (4) and the maximum number of Trustee Directors shall be that as determined by the primary class of Members, namely the Trustee Directors from time to time.

14 APPOINTMENT AND RETIREMENT OF TRUSTEE DIRECTORS

- 14.1 Without prejudice to Article 14.3, a Trustee Director may not act as a Trustee Director unless he or she has signed a Written declaration of willingness to act as such. The form of such declaration shall be prescribed by the Trustee Directors.
- 14.2 Appointments to vacancies on the Board arising after the date of these Articles shall be decided by majority decision of the primary class of Members, namely the Trustee Directors from time to time.
- 14.3 No person may be appointed as a Trustee Director by the Members unless he or she:
- (a) has attained the age of 16 years; and
 - (b) is willing to become a Member of the Charity.
- 14.4 A Trustee Director may retire by giving Written notice to the Charity at least four weeks prior to the due retirement date (provided that at least the minimum number of Trustee Directors as set out in Article 13 will remain in office when the

resignation is to take effect), and such resignation has taken effect in accordance with its terms.

14.5 Subsequent to the date of adoption of these Articles, Trustee Directors appointed or reappointed by the Members shall be appointed for a four year term of office.

14.6 Subject to Article 14.8, any Trustee Director who retires in accordance with this Article 14 shall be eligible for reappointment.

14.7 No appointment or reappointment shall be permitted pursuant to Article 14.6 when the Trustee Director in question has held office for two or more successive terms of four years unless the continuing Trustee Directors resolve that there are exceptional circumstances requiring the reappointment of the Trustee Director in question, in which case the Trustee Director in question may be appointed for an unlimited number of further terms of four years, provided that each subsequent term of four years is approved at a meeting of the Members.

14.8 A technical defect in the appointment of a Trustee Director of which the Trustee Directors are unaware at the time does not invalidate decisions taken at a meeting.

15 **DISQUALIFICATION AND REMOVAL OF TRUSTEE DIRECTORS**

A Trustee Director's term of office shall automatically terminate if he or she:

- (a) is but ceases to be a Member;
- (b) is employed by the Charity as a senior executive and that employment ceases for whatever reason;
- (c) is disqualified under the Companies Act from acting as a Trustee Director of a Charity, which disqualification shall include but not exclusively, the Charity;
- (d) is incapable, whether mentally or physically, of managing his or her own affairs;
- (e) has a bankruptcy order made against him or her or makes any arrangement or composition with his or her creditors generally;
- (f) is absent without notice from three consecutive meetings of the Trustee Directors and is asked by a majority of the other Trustee Directors to resign;
- (g) is removed by the Members at a General Meeting under the Companies Act;
- (h) is removed by resolution passed by the Members on the grounds that he or she is guilty of conduct detrimental to, or of acting in any way that may undermine, the Objects or reputation of the Charity, save that he or she may exercise any statutory rights which he or she may have to protest against his or her removal;

- (i) dies; or
- (j) gives Written notice of resignation to expire no later than 3 months following the date of receipt by the Charity (provided that at least the minimum number of Trustee Directors as set out in Article 13 will remain in office after the resignation is to take effect).

16 TRUSTEE DIRECTORS' PROCEEDINGS

- 16.1 The Trustee Directors must hold sufficient meetings to ensure the proper management and administration of the Charity and in any event should hold at least four meetings per calendar year.
- 16.2 A quorum at a meeting of the Board is three (3) or one third in number of the Trustee Directors, whichever shall be greater.
- 16.3 A meeting of the Trustee Directors may be held either in person or by suitable Electronic Means agreed in advance by the Trustee Directors in which all participants may communicate with all the other participants.
- 16.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee Director chosen by the Trustee Directors present shall preside at each meeting of the Trustee Directors.
- 16.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in Writing agreed by all the Trustee Directors (other than any Conflicted Trustee Director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document.
- 16.6 Every Trustee Director has one vote on each issue, but, in case of equality of votes, the Chair of the Board shall have a casting vote.
- 16.7 A procedural defect of which the Trustee Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 16.8 Subject to Article 16.9, if the number of Trustee Directors is less than the number fixed as the minimum number set out at Article 13, the continuing Trustee Directors or Trustee Director may act only for the purpose of filling vacancies or calling a General Meeting or taking any decision reasonably considered by the appointed Trustee Director/Trustee Directors to be urgent and necessary for the success or continued operation of the Charity.
- 16.9 If the number of Trustee Directors able to take a decision as a result of conflicts of interest under Article 18 is less than the number fixed as the quorum, the quorum shall be reduced to one Trustee Director and that Trustee Director may take the decision alone. Where appropriate, the Trustee Director in question may take professional advice on the relevant issue or issues at the Charity's expense. For the avoidance of doubt, in such circumstances a Written Resolution pursuant to Article 16.5 may be passed by a sole independent Trustee Director acting alone or the independent Trustee Directors acting together, as the case may be.

- 16.10 The Trustee Directors may invite any Member or third party to attend a meeting of the Board as an observer or advisor and may give permission to any such third party to speak at that meeting, provided that the third party shall take no part in any vote or decision taken by the Trustee Directors and agrees to be bound by obligations of confidentiality reasonably acceptable to the Charity and the Chairman of the Board.

17 DELEGATION OF TRUSTEE DIRECTORS' POWERS

- 17.1 The Trustee Directors may create or instigate the creation of governance frameworks, policies or regulations as they deem necessary or expedient for the proper conduct of the management and administration of the Charity and may delegate the day to day management of the Charity to any other person, as they see fit (subject to any conditions the Trustee Directors may impose).

- 17.2 In particular, but without limitation the Trustee Directors shall have power to delegate any of their functions to committees (whether or not the committee shall have a Trustee Director represented on it), provided that:

- (a) all proceedings and decisions of such committees must be reported promptly to the Board;
- (b) no expenditure may be committed to or incurred by such a committee on behalf of the Charity except in accordance with a budget or expenditure limits previously agreed by the Board; and
- (c) any representatives appointed to any such committee may be delegated such powers as the Trustee Directors see fit in order to carry out their duties, whether by contract, power of attorney or otherwise.

- 17.3 Where the Trustee Directors create committees, or sub-committees, in order to provide advice and to support the Board, then the Trustee Directors will be responsible for the title of, and creation of terms of reference for the regulation and operation of any such committees.

- 17.4 The meetings and proceedings of committees or sub-committees created by the Trustee Directors shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board (including in relation to conflicts of interest), so far as applicable and so far as consistent with the terms of reference of any such committee from time to time, but not otherwise.

- 17.5 For the avoidance of doubt, except as expressly authorised from time to time in relation to specific matters, any such committees or sub-committees shall not have delegated power from the Board to bind the Charity or to represent themselves as having the capacity to do so.

18 CONFLICTS OF INTEREST

- 18.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members except that a Trustee Director may receive a Material Benefit (whether directly or indirectly) from the Charity but only:

- (a) as described in Articles 6 or 22; or
 - (b) in other exceptional cases (and, where required by the Companies Act, with the approval or affirmation of the Members).
- 18.2 Subject to Article 18.3, any Trustee Director who becomes a Conflicted Trustee Director in relation to any matter must:
 - (a) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (b) withdraw from the meeting for that item after providing any information requested by the Trustee Directors;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) be absent during the vote and have no vote on the matter.
- 18.3 When any Trustee Director is a Conflicted Trustee Director and where the Conflicted Trustee Director does not stand to realise a Material Benefit, the Trustee Directors who are not Conflicted Trustee Directors, if they form a quorum without counting the Conflicted Trustee Director and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee Director authorise the Conflicted Trustee Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee Director, to:
 - (a) continue to participate in discussions leading to the making of a decision and/or to vote;
 - (b) disclose to a third party information confidential to the Charity;
 - (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee Director or a Connected Person of any payment or Material Benefit from the Charity; or
 - (d) refrain from taking any step required to remove the conflict.
- 18.4 This provision may be amended by Special Resolution.

PART 5 - ADMINISTRATIVE ARRANGEMENTS AND ANNUAL REPORT

19 MINUTES

The Trustee Directors shall cause minutes to be made in books kept for the purposes of recording:

- (a) the names and addresses of all Members;
- (b) details of all appointments and retirements of Trustee Directors;
- (c) details of the appointment of officers by the Trustee Directors; and

- (d) details of all proceedings at meetings of the Charity and of the Trustee Directors and of committees constituted pursuant to Article 17 including the names of Trustee Directors and Members (as appropriate) present at each such meeting.

20 RECORDS AND ACCOUNTS

20.1 The Trustee Directors must comply with the requirements of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:

- (a) annual returns;
- (b) annual reports; and
- (c) annual statements of account.

20.2 The Trustee Directors must also keep records of:

- (a) all resolutions passed by the Trustee Directors in Writing;
- (b) all reports of committees; and
- (c) all professional advice obtained by the Board in its capacity as such.

20.3 Accounting records relating to the Charity must be made available for inspection by any Trustee Director at any time during normal office hours.

21 COMMUNICATIONS

21.1 All notices (except notices of meetings given to the Trustee Directors) shall be in Writing.

21.2 Notices and other documents to be served on Members or Trustee Directors under the Articles or the Companies Act may be served:

- (a) by hand;
- (b) by post; or
- (c) by suitable Electronic Means;

provided the Charity has complied with the requirements of the Companies Act in relation to the service of such notices.

21.3 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

21.4 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by Electronic Means, posted on the Charity's website or delivered by hand to the relevant address;

- (b) two Clear Days after being sent by first class post to that address;
 - (c) three Clear Days after being sent by second class to that address;
 - (d) immediately on being handed to the recipient personally; or, if earlier,
 - (e) as soon as the recipient acknowledges actual receipt.
- 21.5 A technical defect in service of which the Trustee Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 21.6 Subject to any requirement of the Companies Act, documents and notices may be sent to the Charity by Electronic Means to the address specified by the Charity for that purpose and such documents and notices sent to the Charity are sufficiently authenticated if the identity of the sender is confirmed in the way the Charity has specified.
- 22 INDEMNITY**
- 22.1 without prejudice to any indemnity to which he or she may otherwise be entitled, every person who is or was at any time a Trustee Director of the Charity shall be indemnified and kept indemnified out of the Charity's assets against all liability incurred by him or her as such or as a Trustee Director:
- (a) in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty, breach of trust or otherwise in relation to the Charity or its affairs, in which judgment is given in his or her favour or in which he or she is acquitted or in defending or settling any such proceedings which are otherwise disposed of on terms previously agreed with the Trustee Directors or on terms otherwise approved by the Trustee Directors without a finding or admission of negligence, default, breach of duty or breach of trust on this part; and/or
 - (b) in connection with any application under the Companies Act in which relief is granted to him or her by the court.
- 22.2 provided that this Article 24 shall not grant, or entitle any such person to, indemnification to the extent that it would cause this Article, or any part of it, to be void under the Companies Act.
- 22.3 without prejudice to any indemnity to which he or she may otherwise be entitled (including, for the avoidance of doubt, any indemnity under or pursuant to these Articles) and to the extent permitted by the Companies Act, the Trustee Directors shall have power in the name and on behalf of the Charity to:
- (a) grant on such terms as it sees fit to any person who is or was a Trustee Director of the Charity an indemnity or indemnities out of the assets of the Charity in respect of any liability incurred by him or her in his or her capacity as Trustee Director and to amend, vary or extend the terms of any such indemnity so granted, again on such terms as the Board sees fit; and/or

- (b) enter into and amend, vary or extend such arrangements as it sees fit to provide any person who is or was a Trustee Director of the Charity with funds to meet expenditure incurred or to be incurred by him or her in defending any criminal or civil proceedings brought against him or her as such or in connection with any application for relief under the Companies Act or Charities Act or to enable any such person to avoid incurring any such expenditure.