



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF DOGS TRUST**

**Incorporated under the Companies Act 2006
on 23 December 2014
under No 09365971**

**as amended by special resolutions dated 23 October 2023
and 15 May 2024**

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COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF DOGS TRUST

1. NAME

1.1 The company's name is Dogs Trust (and in this document it is called the Charity).

2. INTERPRETATION

2.1 In the Articles:

Adoption Date	means the date these Articles are adopted by the Members.
Articles	means the Charity's articles of association.
Chair	means the chair of the Charity, appointed in accordance with Article 20.1.
Charities Act	means the Charities Act 2011, as may be amended or superseded from time to time.
the Charity	means the company which is regulated by these Articles.
charity trustee	has the meaning prescribed by section 177 of the Charities Act 2011.
the Commission	means the Charity Commission for England and Wales.
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity.
Directors	means the directors of the Charity, who shall be directors and charity trustees.
document	includes, unless otherwise specified, any document sent or supplied in electronic form.
Dogs Trust	means the unincorporated association known as Dogs Trust registered as a charity with the Commission with registered number 227523 and with the Office of the Scottish Charity Regulator with registered number SC037843.
Dogs Trust Trustee Limited	means the company registered in England and Wales with company registration number 08996564.
electronic form	has the meaning given in section 1168 of the Companies Act 2006.
General Meeting	has the meaning given to it in the Companies Acts.

Incorporation Date	means the date on which the Charity receives all the assets and undertaking of Dogs Trust.
Members	means the member(s) of the Charity for the time being.
Objects	the objects of the Charity as set out in Article 4.
Officers	includes the Directors and the Secretary (if any).
Proposals	has the meaning given to it in Article 5.1.8.
Secretary	means any person appointed to perform the duties of company secretary in respect of the Charity.
Supporters	means individuals admitted to supporter membership of the Charity pursuant to Article 11, howsoever called.
Taxable Trading	means any trading activity which will render the Charity liable to corporation tax.
Terms and Conditions	has the meaning given to it in Article 11.3.
the United Kingdom	means Great Britain and Northern Ireland.

2.2 In these Articles, **Connected Person** means in respect of a Director:

- 2.2.1 a child, parent, grandchild, grandparent, brother or sister of the Director;
- 2.2.2 the spouse or civil partner of the Director or of any person falling within Article 2.2.1 above;
- 2.2.3 a person carrying on business in partnership with the Director or with any person falling within Articles 2.2.1 or 2.2.2 above;
- 2.2.4 an institution which is controlled:
 - (a) by the Director or any Connected Person falling within Articles 2.2.1, 2.2.2 or 2.2.3 above; or
 - (b) by two or more persons falling within paragraph (a), when taken together;
- 2.2.5 a body corporate in which:
 - (a) the Director or any Connected Person falling within Articles 2.2.1, 2.2.2 or 2.2.3 has a substantial interest; or
 - (b) two or more persons falling within paragraph (a) who, when taken together, have a substantial interest;
 - (c) sections 350-352 of the Charities Act apply for the purposes of interpreting the terms used in this Article.

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

- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities incurred before they cease to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

4. OBJECTS

- 4.1 The Charity's objects (the **Objects**) are (and for the avoidance of doubt whether within the United Kingdom or elsewhere throughout the World) to protect dogs and other animals in the Directors' discretion from maltreatment, cruelty and suffering.
- 4.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008 (as amended).

5. POWERS

- 5.1 In furtherance of the Objects but not otherwise the Directors shall have the following powers:
- 5.1.1 to establish and maintain rescue/re-homing centres or clinics for the care, treatment and re-homing, where possible, of unwanted, homeless, stray, ill-treated, injured and sick dogs and to provide a permanent home for life for all those that cannot be re-homed;
 - 5.1.2 to ensure that no mentally and physically healthy dog taken into the protection of the rescue/re-homing centres shall be destroyed;
 - 5.1.3 to provide advice, guidance and practical support to those responsible for dogs (and other animals) on their proper care (including micro chipping) and treatment in the case of illness including preventative treatment;
 - 5.1.4 to purchase, lease or otherwise acquire any lands or buildings for the purpose of establishing new rescue/re-homing centres or extending/improving those already existing or to acquire property of any kind for other purposes;
 - 5.1.5 to sell, lease or otherwise dispose of property of any kind (subject to the restrictions imposed by the Charities Act);
 - 5.1.6 to refer any cases of alleged cruelty reported to the Charity to the appropriate authority or organisation capable of investigating the allegations and of

instituting proceedings against the persons concerned, and of monitoring action taken;

- 5.1.7 to advocate that adequate legislation is passed to ensure that whenever it is necessary for a dog to be destroyed, it shall be carried out in an humane manner;
- 5.1.8 to monitor, so far as reasonably practical, any Bill, Act of Parliament, Rules, Regulation, Bye-law, EU Directives and Regulations or Order in the UK or elsewhere relating to dogs (**Proposals**) and to make submissions to the appropriate authorities in respect of any such Proposals or against any that appear to be unjustified or inequitable;
- 5.1.9 to support actively proposals for the control of the national dog population by advocating neutering dogs whenever practicable or desirable to do so, and to make funds available whenever possible to provide financial assistance to members of the public for this purpose;
- 5.1.10 to maintain a continuous campaign via the media and other methods to educate members of the general public to have a responsible attitude towards dogs and their welfare in particular, for this purpose books, pamphlets, posters, letters, websites, social media and advertisements shall be printed and published and distributed as necessary;
- 5.1.11 to aid persons of limited means in so far as their dogs' welfare is concerned;
- 5.1.12 to maintain special funds for any of the above objects or any purpose within them;
- 5.1.13 to raise funds by any lawful means other than Taxable Trading;
- 5.1.14 to place on deposit or invest funds in any manner permitted by law;
- 5.1.15 to co-operate with and to establish working arrangements (including financial support) with any kindred associations or organisations in the UK or elsewhere;
- 5.1.16 to make provision for the welfare of any animal on a temporary basis or where such provision can usefully or conveniently be made in conjunction with or as part of the provision made primarily for dogs;
- 5.1.17 to conduct research into, or gather information relating to matters affecting dogs and dog behaviour;
- 5.1.18 to provide or assist in the provision of training in animal welfare with particular reference to the welfare of dogs;
- 5.1.19 to borrow money and to give security for loans (subject to the restrictions imposed by the Charities Act);
- 5.1.20 to employ and remunerate such staff as are necessary for carrying out the work of the Charity, provided that the Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;

- 5.1.21 to:
- (a) deposit or invest funds;
 - (b) employ a professional fund manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.1.22 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 5.1.23 to incorporate subsidiary companies to carry on any trade or otherwise for purposes designed to further the Objects; and
- 5.1.24 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects set out in Article 4.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects, provided that:
- 6.1.1 a Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity;
 - 6.1.2 a Director may benefit from indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act; and
 - 6.1.3 a Director may receive an indemnity from the Charity in the circumstances specified in Article 27.
- 6.2 A Director may not receive any other benefit or payment unless it is authorised by Article 7.
- 6.3 Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member.

7. BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

7.1 General provisions

No Director or Connected Person may:

- 7.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services, or any interest in land to the Charity;
- 7.1.3 be employed by, or receive any remuneration from, the Charity; or

7.1.4 receive any other financial benefit from the Charity,

unless the payment is (a) permitted by Article 7.2, or (b) authorised by the court or the Commission.

In this Article a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and powers permitting Directors' or Connected Persons' benefits

7.2.1 A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.

7.2.2 A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act.

7.2.3 Subject to Article 7.3 a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.

7.2.4 A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.5 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper, and in accordance with Article 9 the Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.6 A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7.3 Payment for supply of goods only - controls

The Charity and its Directors may only rely upon the authority provided by Article 7.2.3 if each of the following conditions is satisfied:

7.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Director or Connected Person supplying the goods (**the supplier**) under which the supplier is to supply the goods in question to the Charity;

7.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

7.3.3 the other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the

advantage of contracting with a Director or Connected Person against the disadvantages of doing so;

- 7.3.4 the supplier (or if the supplier is a Connected Person, the Director with whom they are connected) is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Charity;
 - 7.3.5 the supplier (if a Director) does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - 7.3.6 (where the supplier is a Connected Person) the Director with whom they are connected does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - 7.3.7 the reason for their decision is recorded by the Directors in the minute book; and
 - 7.3.8 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 7.
- 7.4 In Articles 7.2 and 7.3:
- 7.4.1 **Charity** includes:
 - (a) any company in which the Charity holds more than 50% of the shares; or
 - (b) any company in which the Charity controls more than 50% of the voting rights at a general meeting;
 - (c) any company in which the Charity has the right to appoint one or more directors to the board of the company.

8. DECLARATION OF DIRECTORS' INTERESTS

A Director must declare the nature and extent of any interest, direct or indirect, which they have (or which a Connected Person has) in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their (or a Connected Person's) duty to act solely in the interests of the Charity and (a) any personal financial or non-financial interest (a conflict of interest) or (b) any duty or sense of loyalty to another person or entity (a conflict of duty or loyalty).

9. CONFLICTS OF INTEREST AND LOYALTY

- 9.1 If a Director becomes subject to a conflict between the Charity's interests and (a) an actual or potential personal interest or benefit in favour of the Director or a Connected Person (whether a financial or non-financial interest or benefit), or (b) a duty of loyalty owed by the Director or Connected Person to another organisation or person, and in either case the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict where the following conditions apply:

- 9.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of the arrangement or transaction which gives rise to the conflict of interest or loyalty (as the case may be);
- 9.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 9.1.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest or loyalty in the circumstances applying.

10. MEMBERSHIP

- 10.1 The sole Member from the Adoption Date until the Incorporation Date shall be Dogs Trust Trustee Limited.
- 10.2 On and from the Incorporation Date, the Members shall be the persons appointed from time to time as Directors, and on and from the Incorporation Date a Member shall cease to be a Member automatically upon ceasing to be a Director.
- 10.3 Membership is not transferable.

11. SUPPORTER MEMBERSHIP

- 11.1 The Directors may from time to time establish and maintain other categories of membership, including supporter membership pursuant to which individuals may become Supporters.
- 11.2 Individuals who at the Incorporation Date are members of Dogs Trust shall, subject to the payment of any outstanding subscription fees due from them to Dogs Trust as of that date, automatically become Supporters.
- 11.3 The payment of subscription fees due to Dogs Trust which are outstanding at the Incorporation Date by an individual shall be deemed to be acceptance of any terms and conditions of supporter membership which the Directors may from time to time put in place and which are provided to present and potential Supporters (**Terms and Conditions**).
- 11.4 A Supporter may retain Supporter status through the payment of annual subscriptions to the Charity, to be set by the Directors from time to time, and the payment of such subscriptions shall be deemed to be acceptance of the Terms and Conditions for the relevant period of supporter membership.

12. GENERAL MEETINGS

- 12.1 The Directors may call a General Meeting at any time.
- 12.2 Notice of General Meetings shall be given, and General Meetings shall be held, in accordance with the Companies Acts.
- 12.3 No business shall be transacted at any General Meeting unless a quorum of Members is present. Prior to the Incorporation Date, the sole Member shall be a quorum. On and from the Incorporation Date, five Members present in person or by proxy shall be a quorum.

- 12.4 Any of the Members can take part in a General Meeting or committee meeting by way of video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting.
- 12.5 Taking part in this way will be treated as being present in person at the meeting. Meetings held pursuant to Article 12.4 will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is unless the Directors decide otherwise.
- 12.6 A resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded in accordance with the Companies Acts.
- 12.7 A declaration by the Chair that a resolution has been passed shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

13. WRITTEN RESOLUTIONS

- 13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:
- 13.1.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 13.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - 13.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 13.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

14. VOTES OF MEMBERS

- 14.1 Every Member shall have one vote.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

15. DIRECTORS

- 15.1 A Director must be a natural person aged 18 years or older.
- 15.2 From the Adoption Date until the Incorporation Date, the minimum number of Directors shall be three, or such larger number as the Directors may from time to time decide. On and from the Incorporation Date, the minimum number of Directors shall be five, or such larger number as the Directors may from time to time decide.
- 15.3 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

16. POWERS OF DIRECTORS

- 16.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 16.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 16.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

17. APPOINTMENT OF DIRECTORS

- 17.1 The Directors may appoint any person who is willing and suitably qualified as a Director.
- 17.2 A Director appointed by the remaining Directors pursuant to Article 17.1 shall be appointed for a term of up to three years, ending on such date as the Directors determine at the time of appointment.
- 17.3 Subject to Article 17.4, a Director whose term of office has come to an end may be reappointed by the remaining Directors for up to two further terms each of up to three years, ending on such date as the Directors determine at the time of reappointment.
- 17.4 Subject to Article 17.5, no Director may serve more than nine consecutive years in office, save in exceptional circumstances where the remaining Directors consider their continued appointment is in the best interests of the Charity in which case the remaining Directors may re-appoint the Director for such further term or terms of up to three years as the remaining Directors determine.
- 17.5 Those Directors who are in office at the Adoption Date shall remain in office for such term or terms as may be determined by the Directors.

18. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 18.1 A Director shall cease to hold office if they:
 - 18.1.1 die;
 - 18.1.2 cease to be a Director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
 - 18.1.3 are disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act;
 - 18.1.4 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 18.1.5 resign as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
 - 18.1.6 have, in the reasonable opinion of a majority of the Directors:
 - (a) acted in a way which has or is likely to have a serious adverse effect on the Charity or bring the Charity into disrepute;

- (b) acted or threatened to act in a manner which is contrary to the interests of the Charity and / or its Objects;
- (c) deliberately failed to observe the terms of the Articles and / or the Rules made pursuant to Article 28;
- (d) failed to comply with any code of conduct put in place by the Charity from time to time; or

18.1.7 are absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that their office be vacated.

19. PROCEEDINGS OF DIRECTORS

- 19.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 19.2 Any Director may call a meeting of the Directors.
- 19.3 The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 19.4 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 19.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 19.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 19.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made (and for the purpose of this Article **present** includes being present by suitable electronic means pursuant to Article 19.6.)
- 19.8 Prior to the Incorporation Date, the quorum for Directors' meetings shall be two, or such larger number as may be decided from time to time by the Directors.
- 19.9 On and from the Incorporation Date, the quorum for Directors' meetings shall be five, or such larger number as may be decided from time to time by the Directors.
- 19.10 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 19.11 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
- 19.12 A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, provided that such resolution has been circulated to all Directors who would be entitled to vote on it.

19.13 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

20. CHAIR

20.1 The Directors may from time to time appoint a Chair, to preside at Directors' meetings and General Meetings where they are present.

20.2 Subject to Clause 20.3, the Chair shall chair Directors' meetings.

20.3 If the Chair is not present within ten minutes after the time appointed for the meeting, the Directors present at that meeting shall have the right to appoint a person to chair that meeting and may at any time revoke such appointment.

20.4 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to them by the Directors.

21. DELEGATION

21.1 The Directors may delegate any of their powers or functions to a committee consisting of at least two or more Directors and up to ten other persons.

21.2 The Directors may impose conditions when delegating, including the conditions that:

21.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

21.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

21.3 The Directors may revoke or alter a delegation.

21.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

22. VALIDITY OF DIRECTORS' DECISIONS

22.1 Subject to Article 22.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

22.1.1 who was disqualified from holding office;

22.1.2 who had been obliged by the Articles to vacate office;

22.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without:

22.1.4 the vote of that Director; and

22.1.5 that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

22.2 Article 22.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon them by a resolution of the Directors or of a committee of Directors if but for Article 22.1, the resolution would have been void, or if the Director has not complied with Article 8.

23. MINUTES

The Directors must keep minutes of all:

23.1 appointments of Officers made by the Directors;

23.2 proceedings at General Meetings;

23.3 meetings of the Directors and committees of Directors including:

23.3.1 the names of the Directors present at the meeting;

23.3.2 the decisions made at the meetings; and

23.3.3 the reasons for the decisions.

24. ACCOUNTS

24.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

24.2 The Directors must keep accounting records as required by the Companies Acts.

25. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

25.1 The Directors must comply with the requirements of the Charities Act with regard to the:

25.1.1 transmission of a copy of the statements of account to the Commission;

25.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission; and

25.1.3 preparation of an Annual Return and its transmission to the Commission.

25.2 The Directors must notify the Commission promptly of any changes which are required to be made to the Charity's entry on the Register of Charities.

26. MEANS OF COMMUNICATION TO BE USED

26.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

26.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

- 26.3 Any notice to be given to or by any person pursuant to the Articles:
- 26.3.1 must be in writing; or
 - 26.3.2 must be given in electronic form.
- 26.4 The Charity may give any notice to a Member either:
- 26.4.1 personally; or
 - 26.4.2 by sending it by post in a prepaid envelope addressed to the Member at their address; or
 - 26.4.3 by leaving it at the address of the Member; or
 - 26.4.4 by sending it in electronic form to the Member's address.
- 26.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 26.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 26.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 26.8 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 26.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 26.9.1 48 hours after the envelope containing it was posted; or
 - 26.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

27. INDEMNITY

- 27.1 The Charity shall indemnify a Relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 27.2 In this Article a **Relevant Director** means any Director or former Director of the Charity.

28. RULES

- 28.1 The Directors may from time to time make such reasonable and proper rules or bye laws (howsoever called) (**Rules**) as they may deem necessary or expedient for the proper conduct and management of the Charity, and the Rules may comprise one document or several documents.
- 28.2 The Rules may regulate the following matters but are not restricted to them:
- 28.2.1 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- 28.2.2 the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - 28.2.3 generally, all such matters as are commonly the subject matter of company rules.
- 28.3 The Charity in General Meeting has the power to alter, add to or repeal the Rules.
- 28.4 The Directors must adopt such means as they think sufficient to bring the Rules to the notice of Supporters (insofar as such Rules are relevant to those Supporters).
- 28.5 The Rules shall be binding on all Members and Supporters, provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

29. DISSOLUTION

- 29.1 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 29.1.1 directly for the Objects; or
 - 29.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 29.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 29.2 Subject to any such resolution of the Members, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- 29.2.1 directly for the Objects; or
 - 29.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 29.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 29.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members and if no resolution in accordance with Article 29.1 is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.