

Registered Number: 366710

**Articles of Association**

**of**

**The Free Church of England Central Trust**

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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Birmingham

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**COMPANY NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**THE FREE CHURCH OF ENGLAND CENTRAL TRUST**

**INTERPRETATION**

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

**WORDS**

**MEANINGS**

The Act...

The Companies Act 1929

The Articles ...

These Articles of Association and the regulations from time to time in force.

The Trust...

The above-named Trust

The Church..

The Free Church of England, otherwise called The Reformed Episcopal Church.

The Convocation...

The Annual Convocation of the Church.

The General Council...

The Council having ad interim authority for the Convocation.

The Bishops Primus...

The Bishops Primus for the time being of the Church.

A Layman...	A person other than a recognised minister of religion.
The Executive Council...	The company directors and charity trustees for the time being of the Trust.
The Office...	The Registered Office of the Trust.
The Seal...	The Common Seal of the Trust.
The Register...	The register of members.
The Secretary...	The Secretary for the time being of the Trust and any temporary substitute for him appointed by the Trust whether honorary or not.
Month...	Calendar Month.
In writing...	Written, printed or lithographed, or partly one or partly another, and other modes of representing or reproducing modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

### **NAME**

2. The name of the company is The Free Church of England Central Trust (hereinafter called the Trust).

### **REGISTERED OFFICE**

3. The registered office of the Trust will be situated in England.

## **OBJECTS**

4. The objects for which the Trust is established are to be the Central Board of Trustees of the Church enrolled in the High Court of Chancery the 10th day of November 1927 and to promote aid and further the objects and work of the Church.

## **POWERS**

5. In furtherance thereof but not further or otherwise the Trust shall have the following powers:
  - (a) To perform work and to transact business in connection with the Church primarily but not exclusively in the United Kingdom of Great Britain and Ireland and to take over all or any of the property assets of or vested in or held by or any liabilities of the unincorporated body known as The Free Church of England Central Trust which may lawfully be taken over by the Trust subject to any trusts affecting any such property or assets provided always that the Trust shall not undertake any permanent trading activity in raising funds for its charitable objects.
  - (b) To act as a Central Board of Finance for the Church.
  - (c) Subject to Section 14 of the Companies Act 1929 and to Section 3 of the Law of Property (Amendment) Act 1926 to act as a Trust Corporation within the meaning of the last-mentioned section.
  - (d) To promote the unity and welfare of all churches and missions within the dioceses of the Church.
  - (e) To promote aid and further the objects and work of the Church and to perform work and transact business in connection with the Church which is calculated to further such objects and work.
  - (f) To raise and provide and apply funds and make grants donations or payments of money absolutely or by way of loan or in any other manner in aid of the said objects and work and in particular the following:
    - (i) Training for the ministry of the Church.
    - (ii) Maintenance of the Bishops, Clergy, Deacons, Ministers and other persons connected with the ministry or work of the Church including grants for special purposes.

- (iii) Provision of pensions for and the support and benefit generally of the Bishops, Clergy, Deacons, Ministers, Teachers and Workers of the Church and of persons who have previously held any such positions and of the widows children and dependents of them or any of them either by way of augmentation or extension of the existing Clergy Benevolent Scheme of the Church or otherwise.
  - (iv) Erection and repair of churches and of buildings of all kinds (whether temporary or otherwise) used or to be used for the purposes of or in connection with any of the objects or work of the Church.
  - (v) Religious education of young people in all its branches including the provision and maintenance of Sunday Schools Youth Fellowships and Youth organisations of all kinds.
- (g) To continue and carry on so far as is consistent with any of the objects of the Trust the work of any other Church Society Association or Company having relations with the Church and having objects similar to its own and to take over its property or any part thereof which may lawfully be taken over by the Trust (subject to any trusts affecting the same) and the liabilities or any part of the same and (so far as lawfully may be) to accept property of any kind and in any form whether from any such Church Society Association or Company or from any other body or person to be held by the Trust upon trust for or for any purposes connected with the Church and consistent with the objects aforesaid and in particular:
- (i) Upon any special trusts either then already in existence or newly created.
  - (ii) As bare or passive trustee.
  - (iii) Upon a general trust for any of the objects of the Trust and so that the Trust may act either as original trustee or as a new trustee of a trust already existing and so that in relation to any trust other than a bare or passive trust the Trust may undertake and exercise all such powers and discretions whether as to the management or administration or otherwise of the property subject to such trust as may be conferred under or by reason of the said respective trusts and may lawfully be undertaken and exercised by the Trust and so that in relation to any bare or passive trust the Trust may act without undertaking the management or administration of the property and also that in relation to any of the trusts hereinbefore referred to the Trust may act alone or jointly with any other persons or body and also may

(subject to the provisions of any trust taken over or accepted as aforesaid) delegate any of its powers of management and administration to a committee or otherwise as may be deemed most beneficial to the Trust.

- (h) To establish and support and to aid in the establishment and support of any other Company or Body of persons formed for all or any of the objects of the Trust and constituted for charitable purposes only.
- (i) To act as executor of any will and as trustee of any will or other instrument under or in relation to which the Trust is a beneficiary and to appoint persons to act as committees or trustees for the Trust in respect of any of its objects and to appoint and employ agents and persons in any capacity for the furtherance of any of the objects of the Trust.
- (j) Subject to Section 14 of the Companies Act 1929 to accept donations subscriptions legacies conveyances and endowments either of money or of property of what kind or nature soever and either absolutely or conditionally or in trust and to apply the same or the income thereof for any of the objects of the Trust or for any special object connected therewith.
- (k) To take such steps by personal or written appeals public meetings or otherwise to raise solicit collect and receive moneys and property for any of the objects of the Trust or of the Church or of bodies institutions or persons connected therewith and to act as treasurer of moneys and funds raised collected or obtained by the Trust or by the Church or by any bodies institutions or persons connected therewith or with the Church and to provide or assist in providing for any expenses or liabilities of the Trust of the Church or any such bodies institutions or persons.
- (l) To sell manage mortgage charge lease exchange partition or otherwise deal with any property of or held by the Trust as may be deemed expedient for the furtherance of its objects and to appropriate or distribute the same for the purpose thereof.
- (m) To invest any moneys of the Trust (or of the Church) whether capital or income in or upon any investment or security whether or not the same be an investment or security authorised by the Trustee Act 1925 or to place the same on deposit with any Bank or Building Society and to manage and if thought desirable accumulate the income of any property or investment of the Trust and to apply any property or investment of or held by the Trust whether capital or income in or towards any of the objects of the Trust including any particular objects for which the income of such property may

be used and applied subject nevertheless to any trusts affecting the same. Provided always that moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction as may for the time being be prescribed by law.

- (n) To issue debentures or debenture stock redeemable or otherwise and raise and borrow money required for the purposes of the Trust on such terms and on such security (if any) as may be determined and to act as guarantor in respect to the raising of money for the furtherance of any of the objects of the Trust.
- (o) To print publish issue and circulate any reports, statistics, books, pamphlets, magazines, leaflets or other literature that the Trust may think desirable for the promotion of its objects.
- (p) To pay out of the funds of the Trust all expenses of or incidental to the formation and management of the Trust or of administering any special trust or of otherwise carrying out any of the objects of the Trust including the payment of salaries premiums or emoluments of persons employed by the Trust or by the Church.
- (q) To make representations on legislative and other measures affecting or likely to affect any of the objects or work of the Trust or of the Church or of any body of persons the aid or benefit of which is within the objects of the Trust.
- (r) To contribute towards or bear and pay the cost and expenses of any proceeding in any Court and whether in prosecuting or defending the same for the protection of any property or rights of, or for the enforcement of discipline in, the Church or in anywise affecting the same.
- (s) Subject to section 14 of the Companies Act 1929 to take over all or such part as may legally be transferred to and vested in the Trust of the property both real and personal now or at any future time belonging to or held in trust for the purposes of the Church and also to take over the liabilities thereof in relation thereto and to execute and do all instruments and things necessary for the transfer of such property and liability and for indemnifying the Church in respect of the premises and to acquire and hold real and personal property for purposes connected with the Church and in particular to purchase take on lease hire or otherwise acquire and hold sites for building altering or enlarging and to build alter or enlarge and to maintain furnish equip and endow Churches and buildings used for church purposes mission

halls offices for organizations societies charities schools colleges or residences either with or without gardens or other grounds for Bishops clergy ministers or for schoolmasters schoolmistresses or teachers and to purchase take on lease hire or otherwise acquire and hold alter maintain and furnish suitable premises for the work of the Trust.

(t) To amalgamate with any Association Society or Institution having objects altogether or in part similar to those of the Church.

(u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects: provided always:

(i) That the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Trust would make it a trade union.

(ii) That in case the Trust shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales the Trust shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and that as regards any such property the managers or trustees of the Trust shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such managers or trustees have been if no incorporation had been effected and that the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division the Board of Education or the Charity Commissioners over such managers or trustees but that they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated and

(iii) That in case the Trust shall take or hold any property which may be subject to any trusts the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

6. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred



directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Trust or to any of them Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member to the Trust but so that no member of the Executive Council or Governing Body of the Trust shall be appointed to any office of the Trust paid by salary or fees and that no remuneration or other benefit in money or moneys worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust Provided that the provision last aforesaid shall not apply to any payment to any Railway Gas Electric Lighting or Power Water Cable or Telephone Company of which a member of the said Council or Governing Body may be a member or any other Company in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

7. The liability of the Members is limited.
8. Every Member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1.

#### **QUALIFICATION OF MEMBERS**

9. The following persons shall be qualified (and in the case of the Bishop Primus entitled) to be Members of the Trust:
  - (a) the Bishop Primus; and
  - (b) such other persons who being members of the General Council are elected by the Trust at a General Meeting of the Trust by a bare majority, subject

always to every such person signing a written consent to become a Member in such form as the Executive Council shall prescribe.

10. No act or proceeding of the Trust shall be invalidated by any vacancy in the Membership of the Trust or by any defect which may afterwards be discovered in the qualification or appointment of any Member thereof.

#### **RETIREMENT OF MEMBERS**

11. Membership shall be personal and not transferable and shall cease upon death and in the following other events:
  - (a) if the Member shall cease to be a member of the General Council;
  - (b) if the Member shall become bankrupt or of unsound mind; or
  - (c) if the Member shall by written notice to the Trust resign his Membership on the date of such written notice.

#### **EXECUTIVE COUNCIL AND COMMITTEES**

12. The affairs, property and funds of the Trust shall be managed and controlled by an Executive Council who may pay all expenses incurred in promoting and registering the Trust and may exercise all such powers of the Trust as are not by statute or by the Articles required to be exercised by the Trust in General Meeting, subject nevertheless to any regulations of the Articles to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the Trust in General Meeting, but no regulations so made shall invalidate any prior act of the Executive Council which would have been valid if such regulation had not been made.
13. The number of the members of the Executive Council shall not be less than four nor more than seven.
14. Every member of the Executive Council must be a Member of the Trust, and if any such member of the Executive Council shall for any such cause cease to be a Member of the Trust he shall ipso facto cease to be a member of the Executive Council.

## 15. COMMITTEES AND WORKING PARTIES

- (i) The Executive Council may:
  - i. establish Committees consisting of those persons whom the Executive Council decide;
  - ii. delegate to a Committee any of its powers; and
  - iii. revoke a delegation at any time.
- (ii) The Executive Council may establish Working Parties consisting of those persons whom the Executive Council decide. A Working Party may not take decisions on behalf of the Executive Council but may consider issues in depth with a view to making recommendations to the Executive Council.
- (iii) The members of a Committee or a Working Party are to be appointed by the Executive Council but the Executive Council may give a Committee or a Working Party the right to co-opt individuals to its membership. The Executive Council is to determine the chair of each Committee or Working Party.
- (iv) Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Executive Council from the Committee or Working Party.
- (v) The Executive Council must determine the quorum for each Committee and Working Party it establishes.
- (vi) The Executive Council must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- (vii) Every Committee or Working Party must report its proceedings and decisions to the Executive Council as the Executive Council determines.
- (viii) A meeting of a Committee or Working Party may be held entirely through telephone, video conferencing or other communications equipment, via a mixture of such communications equipment or with some people physically present at the meeting whilst others are present via communications equipment. If all the people participating

in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. No act or proceeding of the Executive Council or any committee shall be invalidated by any vacancy in the membership of the Executive Council or the committee or by any defect which may afterwards be discovered in the qualification or appointment of any member thereof.

#### **APPOINTMENT AND RETIREMENT OF THE EXECUTIVE COUNCIL**

17. At every Ordinary General Meeting, one of the members of the Executive Council shall retire. The member to retire in each year shall be the one who has been longest in office since his last election, but as between persons who became members of the Executive Council on the same day, those to retire shall, in the absence of agreement, be ascertained by lot.
18. Members of the Executive Council shall be elected annually in place of those retiring at the Ordinary General Meeting and those retiring shall be eligible for re-election. Any casual vacancy in the Executive Council may be filled by the continuing members but any person so appointed shall retire at the next Ordinary General Meeting when he shall be eligible for re-election. All nominations for the election of new members of the Executive Council shall be in writing signed by not less than two members of the Council and shall be given to the Secretary, together with the written consent to act of the nominated member, not less than fourteen days before the Ordinary General Meeting at which such election shall take place.
19. The Executive Council may by the unanimous request in writing of the other members remove any member of the Executive Council before the expiration of his period of office and appoint another person in his stead and the person so appointed shall hold office during such time only as the member in whose place he has been appointed would have held the same if he had not been removed.
20. Any member of the Executive Council who for a whole year shall have failed to attend any meeting of the Council shall be deemed to have retired from the Executive Council unless the Executive Council shall before the Ordinary General Meeting next following otherwise determine.

## **MEETINGS OF THE EXECUTIVE COUNCIL**

21. Meetings of the Executive Council shall be held at such times and places as the Council may determine and shall also be held when summoned by the Chairman or by not less than three members of the Council or the Secretary at his or their request. Unless the Council shall otherwise determine three members of the Council shall form a quorum.
  
22. Meetings of the Executive Council may be held entirely through telephone, video conferencing or other communications equipment, via a mixture of such communications equipment or with some people physically present at the meeting whilst others are present via communications equipment.
  
23. It shall not be necessary to give notice of a meeting of the Council to any member thereof who at the date when notice is given to the other members of the Council is not in the United Kingdom.
  
24. The Council may elect a Chairman and Vice-Chairman of its meetings and may determine the period for which each is to hold office. If no such Chairman or Vice-Chairman is elected, or if at any meeting neither the Chairman nor Vice-Chairman is present within five minutes after the time appointed for holding the same, the members of the Executive Council present may choose one of their number to be Chairman of the meeting. The continuing members of the Executive Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below four the continuing members may act for the purpose of filling vacancies or of summoning a General Meeting of the Trust but not for any other purpose.
  
25. The Executive Council may appoint and at its discretion remove or suspend such officers, secretaries, treasurers, accountants, clerks, agents and servants, for permanent, temporary or special services, as the Executive Council may from time to time think fit and determine their duties and fix their salaries or emoluments and require security in such instances and to such amount as the Executive Council may think fit.

26. A resolution signed by all the members of the Executive Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly called and constituted.
27. The Council shall cause proper Minutes to be kept of the proceedings of all meetings of the Trust and of the Council and of committees of the Council and of business transacted at such meetings, and any such Minute of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

### **GENERAL MEETINGS**

28. A General Meeting shall be held once in every calendar year at such time and place as may be prescribed by the Trust in General Meeting and if no date or time shall be prescribed, at such a date and time may be prescribed by the Executive Council, and so that every such General Meeting shall be held not more than fifteen months after the holding of the last previous General Meeting. The above-mentioned meetings shall be called Ordinary General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
29. The Council may at any time convene an Extraordinary General Meeting of the Trust and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 114 of the Act.
30. Subject to the provisions of Section 117(2) of the Act relating to Special Resolutions, seven days' notice, specifying the place, the date and the hour of the meeting, and in case of special business, the general nature of such business shall be given in manner hereinafter mentioned to such Members of the Trust as are under the provisions of the Articles entitled to receive notices from the Trust, but with the consent of all the members entitled to receive notices thereof a meeting may be convened by such notice and in such manner as those Members may think fit. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceeding had at the meeting.

31. Any General Meeting may be held entirely through telephone, video conferencing or other communications equipment, via a mixture of such communications equipment or with some people physically present at the General Meeting whilst others are present via communications equipment.

#### **PROCEEDINGS AT GENERAL MEETINGS.**

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Ordinary General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet, the election of officers and of members of the Executive Council in place of those retiring by rotation, and the ordinary reports of the Executive Council and auditors, shall be deemed special.
33. No business shall be transacted at any General Meeting unless a quorum of not less than three Members is present at the commencement of such meeting.
34. The Chairman of the Executive Council, or, in his absence, the Vice-Chairman of the Executive Council, shall preside as Chairman at every General Meeting of the Trust.
35. If neither the Chairman of the Executive Council nor the Vice-Chairman of the Executive Council is present at the time for holding a meeting, the Members present shall choose one of their number to be chairman and in any case the meeting shall proceed to business.
36. The Chairman may with the consent of the meeting adjourn it from time to time, provided that no business shall be transacted at any adjourned meeting, except business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or upwards, notice of the adjourned meeting shall be given in the same manner in which notice is required to be given of an original meeting, but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

37. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by at least three Members present and entitled to vote, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the Minute Book of the Trust shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolutions.
38. If a poll be duly demanded it shall be taken at such time and in such manner and, if necessary by post, as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. In the event of an equality of votes, whether upon a show of hands or a poll, the chairman of the meeting shall have a second or casting vote. Save as aforesaid, every Member, whether upon a show of hands or a poll, shall have one vote and no more, and votes shall be given personally and may not be given by proxy.

#### **SEAL**

40. The Trust shall forthwith provide a seal for the Trust and shall make provision for its safe custody.
41. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Council and in the presence of at least two members of the Executive Council, and the said two members shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of a purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

#### **ACCOUNTS, ANNUAL RETURN AND CONFIRMATION STATEMENT**

42. The Executive Council shall cause true accounts to be kept, in such manner as the Executive Council shall from time to time direct, of all moneys received and expended by the Trust and of the matters in respect of which such receipts and expenditure take place and of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust. Subject to any reasonable restrictions as to the time and manner of inspecting the same which may from



time to time be imposed by the Trust in General Meeting, the books and accounts of the Trust shall be open to the inspection of members of the Executive Council at all reasonable times during business hours.

43. The Executive Council shall from time to time cause to be prepared and laid before the Trust in General Meeting such income and expenditure accounts balance sheets and reports as required by the Act. Copies of all such documents shall not less than seven days before the date of the meeting before which they are to be laid be sent to all persons entitled to receive notices of General Meetings of the Trust.
44. The Trust must comply with the Charities Act 2011 and the Executive Council must comply with their obligations as charity trustees under the Charities Act 2011 including preparing and filing an annual return, an annual trustees' report and annual accounts with the Charity Commission.
45. The Trust must also comply with the Act and the Executive Council must comply with their obligations as company directors under the Act including preparing and filing the annual accounts and annual confirmation statement with the Registrar of Companies.
46. The Trust must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires).

#### **NOTICES**

47. A notice may be given by the Trust to any member of the Executive Council, any Member of the Trust or auditor (if any) personally or by sending it by post to him at his registered address (if any) within the United Kingdom, or by leaving it at his registered address (if any) within the United Kingdom, or by email to his email address, supplied by him to the Trust for the giving of notices to him.
48. Where a notice is sent by post, service of a notice shall be taken to be effected by properly addressing, prepaying and posting the letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case the time

at which the letter would be delivered in the ordinary course of post. If a member has no registered address within the United Kingdom and has not supplied to the Trust an address within the United Kingdom for the giving of notices to him, he shall not be entitled to have a notice served on him. Save as aforesaid all members shall be entitled to receive notices.

49. A copy of the notification from the system used by the Trust to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
50. All notices required by the Act to be given by advertisement shall be advertised in a newspaper circulating in London and shall be deemed sufficient if so advertised.
51. A notice may be served on the Trust by delivering it or sending it to the Registered Office.

#### **WINDING UP**

52. If upon the winding up or dissolution of the Trust 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 of the Trust but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Trust under or by virtue of Article 5 hereof such institution or institutions to be determined by the members of the Trust at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

#### **INDEMNITY**

53. Subject to the provisions of Section 152 of the Act the members of the Executive Council and other officers for the time being of the Trust shall be indemnified out of the funds of the Trust against all losses and expenses incurred in the discharge of their duties except such as shall happen through their own dishonesty or wilful

act neglect or default and each member or officer shall be chargeable only for so much money or property as he shall actually receive for or in discharge of the business of the Trust and shall be answerable only for his own acts neglects or defaults and not for those of any other person nor for the insufficiency of any security for money or the defect in any title to any property acquired by the Trust or for loss or damage which may happen in the discharge of his duties unless the same shall happen through his own dishonesty or wilful act neglect or default.