

ARTICLES OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
ARTICLES OF ASSOCIATION
of
THE JAPAN SOCIETY

as adopted by special resolution on 10 June 2009

1. DEFINITIONS AND INTERPRETATION

In these Articles:

- 1.1 "2006 Act" means the Companies Act 2006;
- 1.2 "the Act" means the Companies Act 1985;
- 1.3 "Acts" means the Act, the 2006 Act and all statutes and subordinate legislation made thereunder for the time being in force concerning companies and affecting the Company;
- 1.4 "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 1.5 "the Company" means the above named Company with registered company number 03371038 and registered charity number 1063952;
- 1.6 "the Board" means the Board of Trustees of the Company;
- 1.7 "Trustee" means a trustee for the time being of the Company;
- 1.8 "Chief Executive" means the Chief Executive referred to in Article 16;
- 1.9 "the Office" means the registered office of the Company;
- 1.10 "Officer" means each of the Officers referred to in Article 10.3;
- 1.11 "Ordinary Trustee" means the Ordinary Trustees referred to in Article 10.1.5;
- 1.12 "qualifying person" means an individual who is a member of the Company, a person authorised under section 323 of the 2006 Act to act as the representative of a corporation in relation to a meeting or a person appointed as proxy of a member in relation to the meeting;
- 1.13 "the seal" means the common seal of the Company;

- 1.14 "Secretary" means any person appointed to perform the duties of the secretary of the Company;
- 1.15 "the United Kingdom" means Great Britain and Northern Ireland;
- 1.16 "in writing" means in hard copy form or, to the extent permitted by the Acts, in any other form;
- 1.17 a member is "present" at a meeting if the member (being an individual) attends in person or if the member (being a corporation) attends by its duly authorised representative, who attends in person, or if the member attends by his or its duly appointed proxy, who attends in person;
- 1.18 unless the context otherwise requires:
- 1.18.1 words or expressions to which a particular meaning is given by the Act or the 2006 Act, in each case as in force when the Articles are adopted, shall have the same meaning in the Articles; and
- 1.18.2 words and expressions to which a particular meaning is given by both the Act and the 2006 Act, in each case as in force when the Articles are adopted, shall have the meaning given by the 2006 Act,
- except where the word or expression is otherwise defined in the Articles;
- 1.19 references to any statutory provision or statute includes all modifications thereto and all re-enactments thereof (with or without modification) and all subordinate legislation made hereunder, in each case for the time being in force. This Article does not affect the interpretation of Article 1.18; and
- 1.20 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

2. OBJECTS:

The Company is established for the objects expressed in the Memorandum of Association.

3. MEMBERSHIP AND SUBSCRIPTIONS

3.1 The members of the Company shall be:

3.1.1 the subscribers to the Memorandum of Association; and

3.1.2 such person or persons as shall be admitted as members by the Board in accordance with the following provisions of this Article.

3.2 Each applicant shall provide such information as the Company may reasonably require. An application for membership may be approved or rejected by the Board (or person or committee to whom the Board has duly delegated such power).

3.3 The Board may (a) create particular categories of membership (b) specify the rights of any category of membership and (c) terminate or change the rights of any category of

membership in its absolute discretion. The Board may fix from time to time the fees and subscriptions payable by any category of member.

- 3.4 The Board may by a two-thirds majority of Trustees present and voting expel a member of the Company if it considers it to be in the Company's interest to do so. Any such member of the Company shall be given not less than one month's notice of the intention to propose his expulsion and the grounds therefor and shall be invited to make written representations to the Board. The Board shall have regard to any such representation received by the Company prior to the date of the relevant meeting of the Board in reaching its decision.
- 3.5 Any member of the Company may retire as a member provided that he shall remain liable for the relevant proportion of his subscription for the then current year (calculated to the date of retirement) and for any arrears of subscriptions.

4. **GENERAL MEETINGS**

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All meetings other than Annual General Meetings shall be called general meetings.
- 4.2 The Board may, whenever it thinks fit, convene a general meeting and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Acts (save that the minimum number of requisitionists shall be the lower of 25 and the number required by the Acts). If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

5. **NOTICE OF GENERAL MEETINGS**

- 5.1 All meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting, the general nature of the business to be transacted at the meeting and, in the case of a special resolution, the text of the resolution. The notice shall be given, in the manner set out in Article 22 or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the members.
- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In addition any member of the Company may raise any matter relating to the affairs of the Company provided that one week's prior notice of such matter is given to the Chief Executive.
- 6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be ten qualifying persons present and entitled to vote at the meeting or, in the case of any meeting convened to consider an amendment to the Articles or a resolution for the winding-up of the Company, 25 qualifying persons present and entitled to vote at the meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
- 6.3 The Chairman, if any, of the Board shall chair every general meeting of the Company (and, whenever there are Joint Chairmen of the Board, general meetings shall be chaired by them alternately). If there is no such chair, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the other Joint Chairman (if any), if present and willing to act, shall chair the meeting, failing which the Trustees present shall elect one of their number to chair the meeting.
- 6.4 If at any meeting no Trustee is willing to act as chair or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
- 6.5 A Trustee shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any general meeting.
- 6.6 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The quorum at an adjourned meeting shall be ten qualifying persons present and entitled to vote at the meeting, regardless of the nature of the business to be conducted at the meeting.
- 6.7 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 (before or on the declaration of the result of the show of hands) demanded:
- 6.7.1 by the Chairman; or

- 6.7.2 by at least 5 members present and having the right to vote on the resolution;
- 6.7.3 by any member or members present representing not less than ten per cent. of the total voting rights of all the members having the right to vote on the resolution.
- 6.8 Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 6.11 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.12 Subject to the provisions of the Acts, a resolution in writing agreed by a simply majority or, in the case of a special resolution, by a majority of not less than 75 per cent, of the members who would have been entitled to vote on the resolution on the circulation date of the resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each agreed to by one or more members.

7. **VOTES OF MEMBERS**

- 7.1 A member shall not be entitled to vote at any general meeting if the rights attached to his category of membership so provide or if any money presently payable by him to the Company has not been paid.
- 7.2 Subject to Article 7.1, every member shall, unless the rights of a category of membership as determined by the Board under Article 3.3 state otherwise, have one vote both on a show of hands and on a poll.
- 7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

- 7.4 Votes may be given on a poll or on a show of hands either personally or by proxy or by corporate representative. A proxy must be a member or, in the case of a member which is a corporation, its representative.
- 7.5 A member may appoint a proxy to exercise all or any of his rights to attend, speak and vote at a meeting. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
- 7.6 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 7.7 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office or other place as aforesaid before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 7.8 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit, or such other form as the Board may approve:

"I/We being a member
of The Japan Society, hereby appoint
of
and failing him,
the Chairman of the Meeting as my/our proxy
to exercise my rights to attend, speak and vote on a show of hands or on a poll at the
[adjourned][Annual General/General] Meeting of the Company to be held on the day
of , and at every adjournment thereof. I confirm that the person(s) so appointed is/are
member(s) of the Company.
Signed by me this day of "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

8. **ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative

at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9. **PRESIDENT AND HONORARY VICE-PRESIDENT**

9.1 The Japanese Ambassador to the Court of St. James shall ex officio be President of the Company. On retiring as President, he shall ipso facto become an Honorary Vice-President of the Company.

9.2 A Chairman of the Board, on vacating that office, shall ipso facto become an Honorary Vice-President of the Company. In addition, the Board may in its discretion elect other persons as Honorary Vice-Presidents. Any Honorary Vice-President, if otherwise qualified to act, may be appointed as an Officer or Ordinary Trustee in accordance with Articles 10 and 11.

10. **COMPOSITION OF THE BOARD**

10.1 The Board shall consist of:

10.1.1 a Chairman (or Joint Chairmen), appointed in accordance with Article 11;

10.1.2 the Vice-Chairmen, appointed in accordance with Article 10.2;

10.1.3 the Cultural Minister/Counsellor at the Embassy of Japan (who shall ex officio be a Trustee);

10.1.4 the Officers, appointed in accordance with Article 10.3; and

10.1.5 Ordinary Trustees, appointed in accordance with Article 11.

10.2 The Vice-Chairmen shall be appointed as follows:-

10.2.1 the Minister Plenipotentiary at the Embassy of Japan shall ex officio be a Trustee and a Vice-Chairman; and

10.2.2 the Board may appoint up to two Trustees as Vice-Chairmen. Any person so appointed shall act as a Vice-Chairman for a period of one year or for such other period as the Board may determine, but shall be eligible for re-appointment by the Board as a Vice-Chairman.

10.3 The Board may appoint four Officers, namely a Treasurer, Librarian, Solicitor and Editor. Any person so appointed:

10.3.1 shall act as an Officer for a period of three years, but shall be eligible for re-appointment by the Board as an Officer; and

10.3.2 shall, by virtue of such appointment, be a Trustee for so long as he is an Officer.

11. **APPOINTMENT AND RETIREMENT OF CHAIRMAN AND ORDINARY TRUSTEES**

11.1 The number of Trustees shall be no more than twenty. The number of Ordinary Trustees shall be no fewer than four.

- 11.2 Subject to the Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Chairman (or Joint Chairman) or an Ordinary Trustee, either to fill a vacancy or as an addition to the Board, but the total number of Trustees may not exceed any maximum number fixed in accordance with the Articles.
- 11.3 No person shall be eligible for appointment or re-appointment as a Chairman (or Joint Chairman) or Ordinary Trustee at an Annual General Meeting unless, not later than 14 days before the date of the Annual General Meeting at which such person's election or re-election is to be proposed, the Secretary has received a written nomination of that person signed by two members of the Company, together with a written confirmation from the person so nominated of his willingness to stand for election or re-election.
- 11.4 At each Annual General Meeting one-third of the Ordinary Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office. If there are fewer than three Ordinary Trustees who are subject to retirement by rotation, one shall retire from office. If any one or more Ordinary Trustees were last appointed or reappointed three years or more prior to the meeting or were last appointed or reappointed at the third immediately preceding Annual General Meeting, he or they shall retire from office and shall be counted in obtaining the number required to retire at the meeting.
- 11.5 Subject to the Acts and the Articles, the Ordinary Trustees to retire by rotation at an Annual General Meeting include, so far as necessary to obtain the number required, first an Ordinary Trustee who wishes to retire and not offer himself for reappointment, and, second, those Ordinary Trustees who have been longest in office since their last appointment or reappointment. As between two or more who have been in office an equal length of time, the Ordinary Trustee to retire shall, in default of agreement between them, be determined by lot. The Ordinary Trustees to retire on each occasion (both as to number and identity) shall be determined on the basis of the composition of the Board at the start of business on the date of the notice convening the Annual General Meeting, disregarding a change in the number or identity of the Ordinary Trustees after that time but before the close of the meeting.
- 11.6 Subject to Article 11.8, an Ordinary Trustee who retires at an Annual General Meeting (whether by rotation or otherwise) may, if willing to act, be reappointed. If he is not reappointed, he may retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.
- 11.7 The Board may appoint a person who is willing to act as an Ordinary Trustee, either to fill a vacancy or as an addition to the Board, but the total number of Ordinary Trustees may not exceed any maximum number fixed in accordance with the Articles. An Ordinary Trustee appointed in this way may hold office only until the dissolution of the next Annual General Meeting after his appointment unless he is reappointed during that meeting. He is not required, and is not taken into account in determining the number of Ordinary Trustees who are, to retire by rotation at the meeting.
- 11.8.1 Except as mentioned in this Article 11.8, no person shall hold office as a Trustee for any consecutive period greater than six years.

11.8.2 If a serving Trustee is appointed as Chairman (or Joint Chairman), his prior service as a Trustee shall be disregarded for the purpose of calculating his maximum period of office as Chairman (or Joint Chairmen) as permitted by Article 11.8.1.

11.8.3 Article 11.8.1 shall not apply:

- (a) to the Minister Plenipotentiary or the Cultural Minister/Counsellor at the Embassy of Japan; or
- (b) save as mentioned in the following provisions of this Article 11.8.3, to a person serving, or who has served, solely as an Officer.

If any such person as referred to in paragraph (b) above has also been a Trustee in some other capacity or becomes a Trustee in some other capacity, then, unless the Board otherwise determines, all such periods of service shall be taken into account for the purpose of applying Article 11.8.1.

11.8.4 Any person to whom Article 11.8.1 applies shall not be eligible for re-appointment as a Trustee until the expiry of one year following the end of the six year period.

12. **BORROWING POWERS**

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

13. **POWERS AND DUTIES OF THE BOARD**

13.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Acts or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

13.2 The Board shall approve the Company's annual budget.

13.3 In the exercise of the aforesaid powers and in the management of the business of the Company the Trustees shall always be mindful that they are charity trustees within the definition of Section 78 of the Charities Act 2006 as the persons having the general control and management of the administration of a charity.

13.4 The Board shall cause minutes to be made:

- 13.4.1 of all appointments of Officers;
- 13.4.2 of all resignations and removals of Officers;
- 13.4.3 of the names of the Trustees present at each Board meeting; and

13.4.4 of all resolutions and proceedings at all meetings of the Company and of the Board.

14. DISQUALIFICATION OF TRUSTEES

14.1 The office of Trustee shall be vacated:

14.1.1 if the Trustee:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) ceases to be a Trustee by virtue of any provision in the Acts or is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by written notice to the Company; or

14.1.2 in the case of a Trustee other than the Minister Plenipotentiary or the Cultural Minister/Counsellor at the Embassy of Japan, if the Board resolves (whether on a show of hands or in writing), by a 90 per cent. majority of the total number of Trustees (other than the Minister Plenipotentiary, the Cultural Minister/Counsellor and the Trustee in question), that he shall vacate office.

14.2 A Trustee shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

14.3 Subject to the Acts, the Board may authorise on such terms as it thinks fit any matter proposed or declared to it which would, if not so authorised, involve a breach of duty to avoid conflicts of interest by a Trustee under section 175 of the 2006 Act, provided always that any Trustee to which the relevant conflict of interest relates shall not vote or participate in the granting of any such authorisation.

14.4 A Trustee may for the purposes of section 175 of the 2006 Act be a member of the Company or hold office as a director, or hold any other office or employment, or partnership with a body corporate that is a member of the Company.

14.5 A Trustee shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a Trustee and in respect of which he has a duty of confidentiality to another person. In particular, a Trustee shall not be in breach of the general duties he owed to the Company by virtue of sections 171 to 177 of the 2006 Act because he fails to disclose any such information to the Board, or to any Trustee or Officer or employee of the Company, or to use or apply such information in performing his duties as a Trustee.

14.6 Any declaration by a Trustee required by this Article 14 may be made at a meeting of the Board or by notice in writing in accordance with the Acts.

15. **PROCEEDINGS OF THE BOARD**

- 15.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit provided that the Board shall meet at least four times per year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Trustee may, and the Secretary on the request of a Trustee shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting in writing or to any Trustee for the time being absent from the United Kingdom.
- 15.2 The quorum necessary for the transaction of the business of the Board shall be one-third of the number of Trustees or, if their number is not three or a multiple of three, the number nearest to but not less than one-third.
- 15.3 The Board may act notwithstanding any vacancy in its body.
- 15.4 The Chairman (or one of the Joint Chairmen) shall chair all of the meetings of the Board (and, whenever there are Joint Chairmen, meetings of the Board shall be chaired by them alternately). If at any meetings such a person is not present within five minutes after the time appointed for holding the same, the other Joint Chairman (if any), if present and willing to act, or, failing him, one of the Vice-Chairmen, if present and willing to act shall chair the meeting, failing which the Trustees present may choose one of their number to chair the meeting.
- 15.5 The Board may delegate any of its powers to committees consisting of such persons as it thinks fit; any committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.
- 15.6 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the committee shall have a second or casting vote.
- 15.7 All acts done by any meeting of the Board or of a committee, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as Trustee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
- 15.8 A resolution in writing, signed by all the Trustees entitled to receive notice of Board meetings, shall be as valid and effectual as if it had been passed at a Board meeting or committee duly convened and held, and may consist of several documents in like form each signed by one or more Trustees.
- 15.9 The Board may participate in a meeting or a committee of the Board through the medium of conference telephone, video teleconference or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Acts, all business transacted in this way by the Board is for the purposes of the Articles

deemed to be validly and effectively transacted at a meeting or a committee of the Board although fewer than one-third of the Trustees are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

16. **CHIEF EXECUTIVE**

16.1 The Board shall appoint an Chief Executive. He shall not be a Trustee but shall attend all meetings of the Board and such meetings of committees as the Board may require. The Board shall approve the Terms of Reference of the Chief Executive.

16.2 The Chief Executive shall be responsible for the administration of the Company's affairs within the policy and guidelines laid down by the Board as communicated by the Chairman (or either or both of the Joint Chairmen (or, in his or their absence, one of the Vice-Chairmen), and shall carry out such other duties as the Board may decide). The Chief Executive shall also be responsible for issuing notices and agendas of meetings which he is required to attend and preparing minutes of such meetings.

17. **SECRETARY**

17.1 The Board may appoint a Secretary.

17.2 If a Secretary is so appointed, a provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

18. **THE SEAL**

The Board shall provide for the safe custody of the seal, if any, which shall be used only by the authority of the Board or of a committee authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary, if any, or by a second Trustee or by some other person appointed by the Board for the purpose.

19. **ACCOUNTS**

Accounts shall be prepared in accordance with the provisions of Part 15 of the 2006 Act and sections 41 and 42 of the Charities Act 1993.

20. **ANNUAL REPORT**

The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commission.

21. **ANNUAL RETURN**

The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

22. **NOTICES**

22.1 Save where these Articles expressly require otherwise, any notice to be sent or supplied to or by any person pursuant to the Articles may be sent or supplied in accordance with the 2006 Act (whether authorised or required to be sent or supplied by the Acts or otherwise) in hard copy form, electronic form or by means of a website.

22.2 Notice of every general meeting shall be given in any manner authorised by the 2006 Act and these Articles to:

22.2.1 every member;

22.2.2 the auditor for the time being of the Company;

22.2.3 every Trustee;

22.2.4 the President; and

22.2.5 each Honorary Vice-President.

No other person shall be entitled to receive notice of general meetings.

22.3 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

22.4 A notice shall be deemed to be delivered in accordance with section 1147 of the 2006 Act.

23. **INDEMNITY**

23.1 Subject to the provisions of the Acts every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority.

23.2 In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every Trustee shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the Trustee who is sought to be made

liable. This clause shall only have effect insofar as it is not avoided by any provision of the Acts.

24. **DISSOLUTION**

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.