Aim

The aim of the Girls’ Brigade is: To help girls to become followers of the Lord Jesus Christ and through self control, reverence and a sense of responsibility to find true enrichment of life.

Motto

Seek, serve and Follow Christ.

Values

1. Fun!
2. Sound!
3. Friendship!
4. Discovering Jesus!
5. Living It!
6. Yes!

Principles

The Brigade acknowledges Jesus Christ as Saviour and Lord according to the scriptures and seeks to fulfil its Aim to the glory of one God, Father, Son and Holy Spirit.

The Brigade witnesses to the standard set by Jesus Christ and gives positive teaching on the Christian attitude to life.

The Brigade promotes a just society where all people are equally valued.

“I came so they can have real and eternal life, more and better life than they ever dreamed of.”

- John 10:10 MSG
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The Girls' Brigade England & Wales
Company Limited by Guarantee and not having a Share Capital

Part I. Memorandum of Association

1. The name of the Company (hereinafter called ‘the Charity’) is ‘The Girls’ Brigade England and Wales’ or ‘GB England and Wales’.

2. The Registered Office of the Charity will be situated in England and Wales.

3. Object of the Charity.

The Object for which the Charity is established is to promote, extend and maintain Christian belief and behaviour primarily in girls. This is done through the formation and development of local company groups and other initiatives for the purpose of training such members to follow the standard set by Jesus Christ for the whole of life and to provide positive Christian teaching regarding the social issues facing them in their growing and adult lives.

4. Powers of the Charity

For the purpose of carrying out its Object the Charity shall have power to: -

a. form and maintain Girls’ Brigade groups;

b. produce, print and publish anything in any media;

c. promote or undertake study or research and disseminate the results of such;

d. provide or procure the provision of services, training, consultancy, advice, support, counselling or guidance;

e. promote and advertise the Charity’s activities;

f. raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any legal and appropriate way;

g. raise funds and carry on trade but not by means of Taxable Trading;

h. undertake any charitable trust;

i. invest any money that the Charity does not immediately need in any investments, securities or properties and to set aside funds for special purposes or as reserves;

j. delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers (“the Managers”) the exercise of all or any of its powers of investment (an “investment” is an asset which is capable of producing income and may also increase in capital value) provided always that:-

i. the Managers are properly authorised to carry on investment business;

ii. the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;

iii. the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;

iv. the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof;

v. the Charity is bound to review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

vi. to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;

k. open and operate banking accounts and other banking facilities;

l. employ and pay any employees, officers, servants and professional or other advisers;
m. make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

n. subject to any consent required by law, to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort;

o. construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land;

p. establish, promote and otherwise assist any limited company or companies or other body for the purpose of acquiring any property or of furthering in any way the Object of the Charity or to undertake trading and to establish such limited company or companies or other body either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies;

q. establish, support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;

r. transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations with which the Charity is authorised to join, any property, assets or liabilities and to perform any of their engagements;

s. enter into any arrangements with any governments, authorities or any person, company or association; and

t. do anything else within the law that helps promote the Object of the Charity.

5. The income and property of the Charity shall be applied solely towards the promotion of its Object as set forth in the 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 members of the Charity. No member of its Trustee Board shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Charity.

Provided that the above be adhered to, payment may be made in good faith by the Charity as follows:

a. reasonable and proper remuneration to any member, officer or servant of the Charity who is not a member of its Trustee Board, for any services rendered to the Charity;

b. interest on money lent by any member of the Charity or of its Trustee Board, at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent, whichever is the greater;

c. reasonable and proper rent for premises demised or let by any member of the Charity or of its Trustee Board;

d. reasonable and proper payment by way of grant or otherwise to a charitable member of the Charity to be used in furtherance of the Object;

e. fees, remuneration or other benefit in money or money’s worth to a company of which a member of the Trustee Board may be a member holding not more than 1/100th part of the capital of that company; and

f. to any member of its Trustee Board of out-of-pocket expenses.

6. The liability of the members of the Charity is limited.

7. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that she is a member or within one year afterwards. This is for payment of the debts and liabilities of the Charity contracted before the time at which she ceases to be a member, and for the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves. This contribution, if required, will not exceed one pound (£1.00).

8. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property this shall not be paid to or distributed among the members of the Charity (except a member that is itself a charity) but shall be given or transferred to some other charitable institutions. Any such charity should have objects similar to those of the Charity and 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 Charity under or by virtue of Clause 5 hereof. The choice of any such institutions or institution will be made by the members of the Charity at or before the time of dissolution. If the property cannot be distributed as described, it may be given to some other charitable object as directed by the court or the Charity Commission.

9. Article 1 of the Articles is to apply to this Memorandum in the same way as it applies to the Articles.
Part II - Articles of Association

Company limited by guarantee and not having a share capital

(As amended by Special Resolution passed on 6th September 1980, 8th March 1997 and 13th November 2004)

I Interpretation

1.1 In these Articles:-

'The Acts' means the Companies Acts 1985, 1989 and 2006 or any of them where specified

'Additional Trustee' means a member of the Trustee Board appointed by Girls' Brigade Ministries under Articles 18.7

'Annual General Meeting' or 'AGM' means the annual general meeting of the members of the Council

'The Articles' means these Articles of Association

'The Charity' means the company intended to be regulated by these Articles

'Chairman of Trustees' means (subject to the context) either the person elected as chair of the Trustee Board under Article 26 or where the chair of the Trustee Board is not present or has not taken the chair at a meeting means the person who is chairing a Trustee Board Meeting at the time

'Charity Commission' means the Charity Commission for England and Wales

'Clear Days' in relation to a period of 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

'Commissioned Officers' where appropriate means those officers (if any) commissioned by the Trustee Board in accordance with the GB Regulations

'Committee' means a Committee of the Trustee Board exercising powers delegated to it by the Trustee Board under Article 27

'Companies House' means the office of the Registrar of Companies

'Corporate Representative' means, where a Council Member is an organisation, a person authorised to act as its representative pursuant to Article 4.4

'The Council' means The Girls' Brigade England and Wales Council whose members constitute the membership of the Charity for the purposes of the Acts and these Articles

'Council Member' means a member for the time being of the Charity admitted under Article 4

'The Deputy National Chairman' means the National Chairman's deputy appointed under Article 10

'District' means a grouping together of more than one Local Company of girls as further defined in the GB Regulations

'Extraordinary General Meeting' or 'EGM' means an extraordinary meeting of the members of the Council

'GBEW' means the national Girls' Brigade movement

'GB Regulations' means the standing order made by the Trustee Board and the Council under Article 30 for the governance of the Charity

'Girls' Brigade Ministries' means Girls' Brigade Ministries a charitable company limited by guarantee

'General Meeting' means an AGM or an EGM of the Charity
The Girls' Brigade England & Wales

'Sub-group' means a body established by the Trustee Board to make recommendations to the Trustee Board but without decision-making powers.

'Taxable Trading' means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Object of the Charity, the profits of which are subject to corporation tax.

'The Trustee Board' means the Trustee Board of the Charity whose members are its directors for the purposes of company law and its charity trustees for the purposes of charity law.

'Trustee' means a member of the Trustee Board appointed under Article 18.

'Trustee Board Meeting' means a meeting of the Trustee Board.

'United Kingdom' means Great Britain and Northern Ireland.

'Vice-Chairman of Trustees' means a person elected as a Vice-Chairman of the Trustee Board under Article 26.

1.2 In the Articles:
1.2.1 terms defined in the Acts are to have the same meaning;
1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
1.2.5 in 'writing' means written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by fax or email;
1.2.6 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
1.2.7 headings are not to affect the interpretation of the Memorandum and Articles; and
1.2.8 terms defined in the Memorandum have the same meaning in the Articles and vice-versa and words defined in the GB Regulations shall have the same meaning in these Articles and vice-versa.

1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 applies to the Company.

2. The Charity is established for the purposes expressed in the Memorandum.
Membership of the Charity

3 Girls' Brigade England and Wales Council - Purpose and Powers

3.1 The Council (which constitutes the membership of the Charity) is the representative body of the Charity. A meeting of the Council is a general meeting of the Charity. The Council meets together periodically each year for fellowship, training and discussion regarding the ministry of the Charity.

3.2 The Council shall be a forum to address significant matters of concern to the life and mission of GBEW.

3.3 The Council shall have power to amend the Memorandum and the Articles. The Memorandum and the Articles may be amended by a special resolution of the Council which requires a three-quarters majority of those present and voting and for which 14 Clear Days' written notice must be given to all the Council Members.

4 Membership of the Council

4.1 The number of members of the Council is not to exceed 400. The Trustee Board may, whenever it thinks fit, register an increase of members of the Council.

4.2 The members of the Council are:-
4.2.1 all National Office Bearers for the time being of the Charity that is the President, Vice-Presidents, Chaplain and Honorary Treasurer;
4.2.2 any Commissioned Officers or representatives elected by each District in accordance with the GB Regulations as follows: two representatives for every District with up to and including 15 Local Companies; three representatives for every District with 16 or more Local Companies;
4.2.3 such other members as shall be agreed by the Council from time to time in general meeting;
4.2.4 Girls' Brigade Ministries; and
4.2.5 all Trustees.

4.3 No-one may be admitted to membership of the Council unless they have signed an agreement to become a Council Member and are over the age of 18. A person may not be admitted to be a member of the Council if she would immediately cease to be a Council Member under these Articles.

4.4 A Council Member which is an organisation may by a resolution of its governing body (or a committee or officer of that organisation acting under powers delegated by its governing body) authorise such person as it thinks fit to act as its representative at any Council meeting. A representative so appointed and authorised may exercise the same powers on behalf of the organisation which she represents as the organisation could exercise if it were an individual Council Member.

4.5 Membership of the Council must be recorded in the Charity's register of members.

4.6 With the exception of any Council member which is an organisation the rights and privileges of every individual Council member shall be personal to themselves and they shall not be transferable by personal act or by operation of law and shall cease upon the death of the member.

5 Termination of Membership of the Council

5.1 A Council Member will cease to be a Council Member:-
5.1.1 on delivering written notice of their resignation to the Registered Office (in which case membership shall cease on receipt of the written notice); or
5.1.2 with the exception of Girls' Brigade Ministries, if the Council resolves (by a 75% majority of the Council Members present and voting) that a Council Member should be removed provided that the Council Member concerned has first been given an opportunity to put her case to the Brigade National Council and to justify why she should not be removed as a Council Member.

General Meetings

6 Annual General Meetings

6.1 An AGM of the Council shall be held in each calendar year and in any event within 15 months of the last AGM. The AGM shall take place at such time and place as is prescribed by the Trustee Board and shall be specified as such in the notices calling the AGM.

6.2 The business of an AGM is:-
6.2.1 to consider the accounts and balance sheets;
6.2.2 to receive the ordinary reports of the Trustee Board and the auditors or independent examiner;
6.2.3 to appoint the auditors or independent examiner; and
6.2.4 to transact any other business specified in the notice convening the meeting, in particular the election of Trustees.

7 Extraordinary General Meetings

7.1 All other General Meetings of the Council shall be called Extraordinary General Meetings.

7.2 The Trustee Board may convene an EGM as they deem appropriate. Such a meeting may also be convened by the required percentage of the Council Members pursuant to the provisions of the Acts.

7.3 If there are insufficient Trustees available to form a quorum at a Trustee Board Meeting to call an EGM it may be called in the same way as a Trustee Board Meeting.

8 Notice of General Meetings

8.1 Every General Meeting (whether an AGM or an EGM) must be called by at least fourteen Clear Days' notice.

8.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Council Members who may attend and vote at a General Meeting and who together hold 90% or more of the total voting rights of all of the Council Members at the General Meeting.

8.3 The notice must specify:-
8.3.1 the time, date and place of the General Meeting;
8.3.2 the general nature of the business to be transacted; and
8.3.3 in the case of an AGM, that it is the AGM.

8.4 Subject to the Companies Act 2006 no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

8.5 Notice of a General Meeting must be given to all of the Council Members, the Trustees and the Company's auditors (if any) or independent examiner.

8.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

9 Quorum

9.1 No business may be transacted at a General Meeting unless a quorum is present.

9.2 The quorum for General Meetings is 40 Council Members being 39 Council Members attending as District representatives admitted under Article 4.2.2 present in person or by proxy plus Girls' Brigade Ministries present by its Corporate Representative.

9.3 A Council Member may be part of the quorum at a General Meeting if she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.

9.4 If a quorum is not present within 30 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to the same day in the next week at the same time and place or such other time and place as the Trustee Board decides. If the meeting was convened upon the requisition of the Council Members in accordance with Article 7.2, the meeting shall be dissolved.

9.5 If at the adjourned meeting there are again insufficient Council Members present within 30 minutes from the time of the adjourned General Meeting to constitute a quorum then those Council Members who are present (provided that Girls' Brigade Ministries is present by its Corporate Representative) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

9.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Council Members.

10 National Chairman and Deputy National Chairman

10.1 Every General Meeting of the Council shall be presided over by the National Chairman or, if the National Chairman is not available or willing to chair the General Meeting, the Deputy National Chairman.
10.2 If at any General Meeting neither of them shall be present and willing to act within 30 minutes of the time appointed for holding the meeting the Council Members present shall choose one member of the Trustee Board or, in default, one of their number to be chairman for the purposes of that meeting.

10.3 The National Chairman shall be elected by the Council in accordance with the procedures set out in the GB Regulations.

10.4 The National Chairman shall hold office for three years and for a maximum of two consecutive terms.

10.5 Following completion of the National Chairman's term(s) of office, she will not be eligible to serve on the Trustee Board for a period of one year.

10.6 The Deputy National Chairman is to be elected by the Council in accordance with the procedures set out in the GB Regulations.

10.7 The Deputy National Chairman shall hold office for a term of three years and for a maximum of two consecutive terms.

10.8 Following completion of the Deputy National Chairman's term(s) of office, she will not be eligible to serve on the Trustee Board for a period of one year unless elected as National Chairman.

10.9 If the National Chairman is not present within 15 minutes after the starting time of a General Meeting, or is unwilling or unable to act, then the Deputy National Chairman must chair the General Meeting unless she is unwilling or unable to do so.

10.10 The functions of the National Chairman are:-

10.10.1 to act as an ambassador for the Charity and to represent the views of the Council to the general public and other organisations; and

10.10.2 to ensure that General Meetings of the Council are conducted efficiently.

10.11 The role of the Deputy National Chairman is to deputise for the National Chairman during any period of absence and for that period her functions shall be the same as those of the National Chairman.

11 Adjournment of General Meetings

11.1 The National Chairman may, with the consent of any General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.

11.2 The National Chairman may also adjourn a General Meeting if it appears to the National Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.

11.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.

11.4 When a meeting is adjourned for twenty-eight days or more, notice of the adjourned meeting shall be given, as in the case of an original meeting. If the adjourned meeting takes place within twenty-eight days it shall proceed on 7 days' notice.

11.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

12 Voting at General Meetings

12.1 At any General Meeting of the Council a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is properly demanded.

12.2 Subject to Article 13.5, every member of the Council shall have one vote both on a show of hands and a poll.

12.3 Unless a poll is demanded, a declaration will be made by the National Chairman that a resolution has been either:-

12.3.1 carried;

12.3.2 carried unanimously;

12.3.3 carried by a particular majority;

12.3.4 lost; or

12.3.5 not carried by a particular majority.

12.4 The result of the vote shall be recorded in the minutes. This shall be conclusive evidence of the outcome of the vote, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
12.5 In the case of an equality of votes the National Chairman is not to have a second or casting vote and a resolution which fails to achieve the required majority will be lost.

12.6 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the National Chairman whose decision is final.

13. Poll Voting

13.1 A demand for a poll can be made (before or on the declaration of the result of the show of hands) by either:-
   13.1.1 the National Chairman;
   13.1.2 the Corporate Representative of Girls’ Brigade Ministries;
   13.1.3 five Council Members present in person or by proxy and entitled to vote; or
   13.1.4 such Council Member or Members (present in person or, by proxy) representing not less than one tenth of the total voting rights of all voting Council Members at the meeting.

13.2 A demand for a poll may be withdrawn before the poll is taken. If the demand for a poll is withdrawn the result of the show of hands will stand.

13.3 The demand for a poll will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.

13.4 If a poll is demanded it shall be taken in such manner as the National Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded but will be treated as passed when the result is declared.

13.5 On a poll in relation to any resolution to:
   13.5.1 remove under the Acts an Additional Trustee Board Member appointed by Girls’ Brigade Ministries pursuant to Article 18.7;
   13.5.2 amend Article 4.2.4;
   13.5.3 amend Article 4.4;
   13.5.4 amend Article 5.1.2;
   13.5.5 amend Article 9.2 and 9.5;
   13.5.6 amend Article 12.2;
   13.5.7 amend Article 13.1.2;
   13.5.8 amend this Article 13.5;
   13.5.9 amend Article 16.2;
   13.5.10 amend Articles 18.7 to 18.11; and
   13.5.11 amend Articles 20.1.9 and 20.1.10.

Girls’ Brigade Ministries (whether present by its Corporate Representative or by proxy) shall have a number of votes equal to the total number of votes cast on the poll by the other Council Members plus one and for the avoidance of doubt the National Chairman shall not have a second or casting vote.

13.6 A poll demanded on the election of a National Chairman or on a question of adjournment shall be taken straight away.

13.7 A poll demanded on any other question shall be taken at such a time as directed by the National Chairman.

13.8 At least 7 Clear Days’ notice must be given of the time and place at which the poll is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

14 Proxies

14.1 On a poll votes may be given either personally or by proxy.

14.2 The instrument appointing a proxy shall be in writing and shall be in such form as the Trustee Board shall prescribe from time to time. No person shall be appointed as a proxy who is not a member of the Council and qualified to vote. A proxy may not appoint another proxy.

14.3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.

14.4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

14.5 No document appointing a proxy will be valid for more than 12 months.
14.6 A vote given or ballot demanded by proxy is to be valid despite:-
14.6.1 the revocation of the proxy; or
14.6.2 the death or insanity of the principal

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

14.7 A proxy form will not be valid for any part of a General Meeting at which the Council Member who appointed the proxy is present.

15 Minutes of General Meetings

15.1 Minutes shall be recorded at all meetings of the Council, recording:-
15.1.1 all appointments of officers made by the meeting;
15.1.2 the names of the Council Members present at each meeting; and
15.1.3 all resolutions and proceedings of all meetings.

15.2 Every member present at any meeting of the Council shall sign her name in an attendance register.

16 Council Members' Written Resolutions

16.1 Subject to Article 16.2 and subject to the Acts, a written resolution is as valid as if it had been passed at a General Meeting if:-
16.1.1 it is submitted to every Council Member eligible to vote (it may be submitted in electronic form);
16.1.2 it is signed or approved by the majority of eligible Council Members (or their Corporate Representative) required to pass the resolution provided that those Council Members would constitute a quorum; and
16.1.3 it consists of two or more documents in similar or identical form (including in electronic form) signed or signifying the approved of the required majority of the Council Members.

16.2 Any written resolution to:
16.2.1 remove under the Acts an Additional Trustee Board Member appointed by Girls' Brigade Ministries pursuant to Article 18.7;
16.2.2 amend Article 4.2.4;
16.2.3 amend Article 4.4;
16.2.4 amend Article 5.1.2;
16.2.5 amend Article 9.2 and 9.5;
16.2.6 amend Article 12.2;
16.2.7 amend Article 13.1.2;
16.2.8 amend Article 13.5;
16.2.9 amend this Article 16;
16.2.10 amend Articles 18.7 to 18.11; and
16.2.11 amend Articles 20.1.9 and 20.1.10

shall require the signature or approval of all of the Council Members, including Girls' Brigade Ministries.

Management of the Charity - The Trustee Board

17 Membership of the Trustee Board

17.1 Subject to Article 18.2, unless the Trustee Board decides otherwise the maximum number of Trustees is 24.

18 Composition of the Trustee Board

18.1 Save for those persons named in Article 18.2 who are the Trustees as at the date of adoption of these Articles, the Trustee Board is to comprise:-
18.1.1 up to 10 Regional Representatives elected by the Council in General Meeting in accordance with the GB Regulations; and
18.1.2 up to 14 other persons, elected by the Council in General Meeting in accordance with the GB Regulations, which number shall be made up of a mix of Council Members and persons who are independent from the Charity and GBEW (being neither Council Members, employees of the Charity or members of the GBEW national movement). At least 4 of the Trustees elected under this clause 18.1.2 must be under 30 years of age (at the point of election) provided that such persons can be recruited, all reasonable efforts having been made to do so. Those Trustees elected under this clause 18.1.2 shall also include the person elected as Honorary Treasurer (as defined and elected in accordance with the GB Regulations).
18.2 The initial Trustees (the ‘Initial Trustees’) as at the date of adoption of these Articles are Ken Poulter, Alan Cable, Barbara Darby, Megan Delf, Helen Harman, Ann Harwood, Kathryn Hubbard, Rachel Jones, Marilyn Lewis, Katie Mawson, Jean Osmond, Diana Seeney and Dawn Webster. The Initial Trustees will hold office until the end of the next General Meeting following adoption of these Articles at which point they will cease to hold office. The first item of business at the next General Meeting following adoption of these Articles shall be to elect further Trustees in accordance with these Articles and the process set out in the GB Regulations so that following the Initial Trustees’ retirement the Trustee Board shall be comprised of those persons envisaged under Article 18.1 above.

18.3 Subject to Articles 18.5 to 18.11 Trustees shall serve for a period of three years and shall be eligible for re-election but no person shall accept nomination for election in more than one capacity within the Charity at the same time. In the event of any person being nominated for election in more than one capacity at the same time, such nominations shall be void and of no effect.

18.4 A casual vacancy in the office of Trustee may be filled by the Trustee Board who shall have power to co-opt persons to fill such a vacancy but any Trustee appointed to fill a casual vacancy shall vacate office at the next General Meeting at which the election or the appointment of Trustees is to take place.

18.5 The election of a Trustee is not to take effect until she has signed the prescribed Companies House form. The election of any person as a Trustee who has not done so within one month of election is to lapse unless the Trustee Board resolves that there is good cause for the delay.

18.6 A person may not be a Trustee:
18.6.1 if she would immediately cease to hold office under Article 20; or
18.6.2 unless she is over 18 years of age.

18.7 Girls’ Brigade Ministries may at any time:
18.7.1 appoint such number of Additional Trustees as will ensure that the Additional Trustees constitute the majority of the Trustee Board. There is no requirement for Additional Trustees appointed under this Article 18.7 to be Council Members; and/or
18.7.2 remove such number of Trustees as constitute a majority of the Trustee Board.

18.8 Girls’ Brigade Ministries may also remove any Additional Trustee appointed by it under Article 18.7 at any time.

18.9 A decision on the appointment of an Additional Trustee or the removal of a Trustee under Article 18.7 or on the removal of an Additional Trustee under Article 18.8 is to be made by the board of Girls’ Brigade Ministries but is not to take effect until notified to the Charity under Article 18.11.

18.10 Girls’ Brigade Ministries may appoint a person as an Additional Trustee either in substitution for an Additional Trustee it has removed under Article 18.8 or to fill a casual vacancy amongst the Additional Trustees.

18.11 The appointment of an Additional Trustee or the removal of a trustee under Article 18.7, the removal of an Additional Trustee under Article 18.8 or the appointment or replacement of an Additional Trustee under Article 18.10 is to take effect when Girls’ Brigade Ministries gives written notice of the appointment, removal or replacement to:-
18.11.1 the Registered Office;
18.11.2 a Trustee Board Meeting; or
18.11.3 the Secretary (if any).

19 Obligations of Trustees

19.1 The Trustee Board must set out in writing the principal obligations of every Trustee to the Trustee Board and to the Charity. The statement of Trustee obligations is not intended to be exhaustive and the Trustee Board may review and amend it from time to time.

19.2 The statement of the obligations of the Trustees to the Charity must include:-
19.2.1 a commitment to its values and objectives;
19.2.2 an obligation to contribute to and share responsibility for the Trustee Board’s decisions;
19.2.3 an obligation to read Trustee Board papers and to attend meetings, training sessions and other relevant events;
19.2.4 an obligation to declare relevant interests;
19.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Trustee Board;
19.2.6 an obligation to comply with fiduciary duties, including:-
19.2.6.1 to act in the best interests of the Charity;
19.2.6.2 to declare any interests a Trustee may have in matters to be discussed at Trustee Board meetings and not put herself in a position where her personal interest or a duty owed to another conflicts with the duties owed to the Charity;
19.2.6.3 to secure the proper and effective use of the Charity’s property;
19.2.6.4 to act personally;
19.2.6.5 to act within the scope of any authority given;
19.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds;
19.2.6.7 to act in accordance with the Memorandum and Articles; and
19.2.7 a reference to obligations under the general law.

19.3 A Trustee must sign and deliver to the Trustee Board a statement confirming she will meet her obligations to the Trustee Board and to the Charity within one month of her election.

20 Retirement and Removal of Trustees

20.1 A Trustee will cease to hold office if she:-
20.1.1 dies;
20.1.2 ceases to be a director under the Acts or is prohibited by law from being a Trustee or is disqualified from acting as a charity trustee under the Charities Act 1993;
20.1.3 becomes incapable of managing and administering her own affairs because of mental disorder, illness or injury;
20.1.4 is declared bankrupt or makes any arrangement or composition with her creditors;
20.1.5 resigns by written notice to the Charity;
20.1.6 is in the opinion of the Trustee Board guilty of conduct detrimental to the interests of the Charity and the Trustee Board resolves by a 75% majority of the Trustees present and voting that she should be removed provided that the Trustee concerned has first been given an opportunity to put her case and to justify why she should not be removed as a Trustee;
20.1.7 is absent without good reason from all Trustee Board Meetings held over a six month period and the Trustee Board resolves (by a 75% majority of the Trustee present and voting) that she should cease to be a Trustee;
20.1.8 fails to sign a statement of her obligations under Article 19 within one month of her appointment and the Trustee Board resolves that she be removed;
20.1.9 with the exception of any Additional Trustee appointed by Girls’ Brigade Ministries under Article 18, is removed by an ordinary resolution of the Council Members at a General Meeting called on special notice for that purpose under section 168 of the Companies Act 2006 provided that the Trustee concerned has first been given an opportunity to put her case to the Council and to justify why she should not be so removed; and
20.1.10 is removed by Girls Brigade Ministries under either Article 18.7 or 18.8.

21 Trustees’ Interests

21.1 A Trustee who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing of the Charity must declare her interest under the Acts before the matter is discussed by the Board.

21.2 Every Trustee must ensure that at all times the Charity has a list of:-
21.2.1 any other body of which she is a director, trustee or officer;
21.2.2 any firm in which she is a partner;
21.2.3 any public body of which she is an official or elected member;
21.2.4 any company whose shares are publicly quoted in which she owns or controls more than 1% of the shares;
21.2.5 any company whose shares are not publicly quoted in which she owns or controls more than 10% of the shares; or
21.2.6 any other interest which is significant or material.

21.3 A decision of the Trustee Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

21.4 Personal Interests
21.4.1 A Trustee has a personal interest in a matter which is to be discussed or determined by the Trustee Board if she will be directly affected by the decision of the Trustee Board in relation to that matter.
21.4.2 A Trustee who has a personal interest in a matter which is to be discussed or determined by the Trustee Board:-
21.4.2.1 may not count towards the quorum in relation to that matter;
21.4.2.2 may not take part in the discussion in relation to that matter;
21.4.2.3 may not vote in relation to that matter; and
21.4.2.4 must leave the Trustee Board Meeting at which the matter is discussed and determined.

21.5 Non-Personal Interests
21.5.1 A Trustee who has an interest in a matter which is to be discussed or determined by the Trustee Board but which is not a personal interest may, subject to her fulfilling her duty to act in the best interests of the Charity and to the right of the remaining Trustee to require that she should withdraw from the Trustee Board Meeting at which the matter is to be discussed or determined:-
21.5.1.1 count towards the quorum in relation to that matter;
21.5.1.2 take part in the discussion in relation to that matter;
21.5.1.3 remain in the Board Meeting at which the matter is to be discussed or determined; and
21.5.1.4 vote in relation to that matter.
22 Functions of the Trustee Board

22.1 The Trustee Board must direct the Charity's affairs in such a way as to promote the Object. Its functions include:-

22.1.1 defining and ensuring compliance with the values and objectives of the Charity;
22.1.2 establishing policies and plans to achieve those objectives;
22.1.3 approving each year’s budget and accounts before publication;
22.1.4 establishing and overseeing a framework of delegation of its powers to Committees and Sub-groups (under Article 27) and employees with proper systems of control;
22.1.5 monitoring the Charity's performance in relation to its plans, budget, controls and decisions;
22.1.6 appointing (and if necessary removing) the National Director and other employees deemed by the Trustee Board to be senior employees;
22.1.7 satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
22.1.8 ensuring that appropriate advice is taken on the items listed in Articles 22.1.1 to 22.1.7 and in particular on matters of legal compliance and financial viability.

23 Powers of the Trustee Board

23.1 Subject to the Acts, the Memorandum and the Articles, the business of the Charity is to be managed by the Trustee Board who may exercise all of the powers of the Charity.

23.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Trustee Board which would have been valid without the alteration.

24 Procedure at Trustee Board Meetings

24.1 Subject to the Articles, the Trustee Board may regulate Trustee Board Meetings as it wishes.

24.2 Trustee Board Meetings may be called by any three Trustees, the Chairman of Trustees or the Vice-Chairman of Trustees.

24.3 At least 7 days’ notice of Trustee Board Meetings must be given to each of the Trustees but it is not necessary to give notice of a Trustee Board Meeting to a Trustee who is out of the United Kingdom.

24.4 A Trustee Board Meeting which is called on shorter notice than required under Article 24.3 is deemed to have been duly called if at least two Trustees certify in writing that because of special circumstances it ought to be called as a matter of urgency.

24.5 Matters arising at a Trustee Board Meeting are to be decided by a simple majority vote of those present and voting and, subject to Article 24.6, each Trustee is to have one vote.

24.6 If there is an equality of votes the Chairman or the person chairing the meeting is entitled to a second or casting vote.

24.7 A technical defect in the appointment of a Trustee or in the delegation of powers to a Committee of which the Trustee Board is unaware at the time does not invalidate decisions taken in good faith.

24.8 Every Trustee present at any meeting of the Trustee Board or Sub-group/Committee shall sign her name in an attendance register.

24.9 Minutes shall be recorded of all meetings of the Trustee Board recording:-

24.9.1 all appointments made by the Trustee Board;
24.9.2 the names of the members of the Trustee Board present at each Trustee Board Meeting, and at any Committees or Sub-groups of the same; and
24.9.3 all resolutions and proceedings of all Trustee Board Meetings.

25 Quorum for Trustee Board Meetings

25.1 The quorum for Trustee Board Meetings is one-half of the Trustees for the time being.

25.2 A Trustee may be part of the quorum at a Trustee Board Meeting if she can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.

25.3 The Trustee Board may act despite vacancies in its number but if the number of Trustees is less than 12 then the Trustee Board may act only to:-

25.3.1 call a General Meeting; or
25.3.2 procure the appointment of co-opted Trustee Board Members under Article 18.4.
25.4 At a Trustee Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Trustees present may act only to:-
25.4.1 adjourn it to such other time and place as they decide;
25.4.2 call a General Meeting; or
25.4.3 procure the appointment of co-opted Trustees under Article 18.4

25.5 If at the adjourned meeting there are again insufficient Trustees present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those Trustees who are present (provided that they number at least ten) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

26 Chairman of Trustees and Vice-Chairman of Trustees

26.1 The Trustee Board must have a Chairman of Trustees and may have a Vice-Chairman of Trustees. The Chairman of Trustees and the Vice-Chairman of Trustees, if any, are to be elected by the Trustee Board and may if thought fit, be the National Chairman and Deputy National Chairman respectively.

26.2 The Chairman of Trustees shall hold office for three years and for a maximum of two consecutive terms.

26.3 Following completion of the Chairman of Trustees’ term(s) of office, she will not be eligible to serve on the Trustee Board for a period of one year.

26.4 The Chairman of Trustees is to chair all Trustee Board Meetings at which she is present unless she does not wish, or is not able, to do so.

26.5 The Vice-Chairman of Trustees shall hold office for three years and for a maximum of two consecutive terms.

26.6 Following completion of the Vice-Chairman of Trustees’ term(s) of office, she will not be eligible to serve on the Trustee Board for a period of one year unless she is elected as Chairman of Trustees.

26.7 If the Chairman of Trustees is not present within 15 minutes after the starting time of a Trustee Board Meeting, or is unwilling or unable to act, then the Vice-Chairman of Trustees, if any, must chair the Trustee Board Meeting unless she is unwilling or unable to do so.

26.8 Where there is no Chairman of Trustees or Vice-Chairman of Trustees present at a Trustee Board Meeting within 15 minutes from the start of the meeting the first item of business must be for the Trustees present to elect one of their number to chair the meeting.

26.9 The functions of the Chairman of Trustees are:-
26.9.1 to act as an ambassador for the Charity and to represent the views of the Trustee Board to the general public and other organisations;
26.9.2 to ensure that Trustee Board Meetings are conducted efficiently;
26.9.3 to give all Trustees an opportunity to express their views;
26.9.4 to establish a constructive working relationship with, and to provide support for, the employees;
26.9.5 where necessary (and in conjunction with the other Trustees) to ensure that, where the post of National Director is or is due to become vacant, a replacement is found in a timely and orderly fashion;
26.9.6 to encourage the Trustee Board to delegate sufficient authority to its Committees to enable the business of the Charity to be carried on effectively between Trustee Board Meetings;
26.9.7 to ensure that the Trustee Board monitors the use of its delegated powers; and
26.9.8 to encourage the Trustee Board to take professional advice when it is needed and particularly before considering the dismissal of the National Director or any other employee deemed by the Trustee Board to be a senior employee.
26.10 The role of the Vice-Chairman of Trustees is to deputise for the Chairman of Trustees during any period of absence and for that period her functions shall be the same as those of the Chairman of Trustees.

27 Sub-groups/Committees

27.1 The Trustee Board shall have the power to form Committees and Sub-groups consisting of one or more Trustees together with such other persons as they think fit.

27.2 The Trustee Board may:
27.2.1 delegate to a Committee any of its powers; and
27.2.2 revoke a delegation at any time.

27.3 The Trustee Board may establish Sub-groups consisting of those persons whom the Trustee Board decides. A Sub-group may not take decisions on behalf of the Trustee Board but may consider issues in depth with a view to making recommendations to the Trustee Board.
27.4 The members of a Committee or a Sub-group are to be appointed by the Trustee Board but the Trustee Board may give a Committee or a Sub-group the right to co-opt individuals to its membership. The Trustee Board is to determine the chair of each Committee or Sub-group and whether that chair is to have a second or casting vote.

27.5 Each member of a Committee or Sub-group (including the chair) is to hold office from the date of her appointment until the end of the term of office for which she has been appointed or until she resigns or is removed by the Trustee Board from the Committee or Sub-group.

27.6 The Trustee Board must determine the quorum for each Committee and Sub-group it establishes.

27.7 The Trustee Board must specify the financial limits within which any Committee may function. A Sub-group can have no authority to incur expenditure.

27.8 Every Committee or Sub-group must report its proceedings and decisions to the Trustee Board as the Trustee Board determines.

28 Observers

28.1 Subject to Article 28.4, the Trustee Board may allow individuals who are not Trustees to attend Trustee Board Meetings as Observers on whatever terms the Trustee Board decides.

28.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman of Trustees.

28.3 The Trustee Board may exclude Observers from any part of a Trustee Board Meeting where the Trustee Board considers the business is private.

28.4 The Trustee Board must exclude an Observer from any Trustee Board Meeting at which a possible personal benefit to her is being considered.

29 Trustees’ Written Resolutions

29.1 A written resolution approved by a majority of the Trustees entitled to receive notice of a Trustee Board Meeting (provided they would constitute a quorum at a Trustee Board Meeting) is as valid as if it had been passed at a Trustee Board Meeting. A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.

29.2 A resolution under Articles 29.1 or 29.2 may consist of several documents and may be sent and received in electronic format in similar form each signed or approved by one or more of the Trustees or members of a Committee and will be treated as passed on the date of the last signature or approval given.

General procedures for the Charity

30 Standing Orders and GB Regulations

30.1 Subject to Article 30.4 the Trustee Board may from time to time make standing orders for the proper conduct and management of the Charity and GBEW and the principal standing orders of the Charity are to be known as the GB Regulations.

30.2 The Council may in General Meeting alter, add to or repeal any standing orders and the GB Regulations.

30.3 The Trustee Board must adopt such means as they think sufficient to bring the GB Regulations and any other standing orders to the notice of the Council and GBEW.

30.4 The GB Regulations and all other standing orders are binding on all Council Members and Trustees but neither the GB Regulations nor any other standing orders may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

31 The Secretary

31.1 The Trustee Board may decide whether or not a Secretary is appointed.

31.2 Where appointed, a Secretary may be removed by the Trustee Board at any time.

31.3 If a Trustee is appointed as Secretary she may not receive any remuneration for acting in that capacity.
32 Indemnities for Officers and Employees

32.1 The Charity may indemnify any officer or employee (other than a Trustee) against any liability incurred by her in her capacity as such except when that liability is due to her own dishonesty or gross negligence.

32.2 Subject to the Companies Act 2006 (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 32.3, the Charity may indemnify any Trustee against any liability incurred by her in her capacity as such.

32.3 The indemnity provided to a Trustee in accordance with Article 32.2 may not include any indemnity against liability:
- 32.3.1 to the Charity or a company associated with it;
- 32.3.2 for fines or penalties; or
- 32.3.3 incurred as a result of her unsuccessful defence of criminal or civil proceedings.

32.4 The indemnity provided to a Trustee in accordance with Article 32.2 may include the provision of funds to cover her legal costs as they fall due on terms that the Trustee in question will repay the funds if she is unsuccessful in her defence of the criminal or civil proceedings to which these costs relate.

32.5 In respect to its auditor (if any) the Charity may:
- 32.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
- 32.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

33 Execution of Documents and the Charity Seal

33.1 Unless the Trustee Board decides otherwise, documents which are executed as deeds must be signed by:
- 33.1.1 two Trustees;
- 33.1.2 one Trustee and the Secretary (where appointed); or
- 33.1.3 one Trustee in the presence of a witness who attests the Trustee’s signature.

33.2 Where it is used, the seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Trustee Board or of a Committee of the Trustee Board authorised on their behalf under Article 27. Any such Committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Trustee Board.

33.3 Every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by a Trustee or some other person authorised by the Trustee Board or by these Articles for that purpose.

34 Bank and Building Society Accounts

34.1 All bank and building society accounts must be controlled by the Trustee Board and must include the name of the Charity.

34.2 A cheque or order for the payment of money must be signed in accordance with the Trustee Board’s instructions.

35 Records and accounts

35.1 The Trustee Board must comply with the requirements of the Acts and of the Charities Act 1993 as to the keeping of financial records, the audit of accounts and the preparation and transmission to Companies House and the Charity Commission of:
- 35.1.1 annual reports;
- 35.1.2 annual returns; and
- 35.1.3 annual statements of account.

35.2 The Trustee Board must keep proper records of:
- 35.2.1 all proceedings at General Meetings;
- 35.2.2 all proceedings at Trustee Board Meetings;
- 35.2.3 all reports of Committees or Sub-groups; and
- 35.2.4 all professional advice obtained.

35.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Council Members who are not members of the Trustee Board if the Trustee Board so decides.

35.4 A copy of the Charity’s latest available statement of account must be supplied on request to any member of the Trustee Board or Council or to any other person who makes a written request and pays the Charity’s reasonable costs (as required by the Charities Act 1993).
36 Audit or Independent Examination

36.1 Auditors or an independent examiner shall be appointed as necessary and their duties regulated in accordance with the Acts or the Charities Act 1993 as applicable, the Trustees being the directors or trustees mentioned therein.

37 Minutes

37.1 The Trustee Board must arrange for minutes to be kept of all General Meetings and Trustee Board Meetings. The names of the Trustees present must be included in the minutes.

37.2 Copies of the draft minutes of Trustee Board Meetings must be distributed to the Trustees as soon as reasonably possible after the meeting and in any case seven days before the next Trustee Board Meeting (unless the next Trustee Board Meeting is an urgent Trustee Board Meeting).

37.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Trustee Board Meeting (as regards minutes of Trustee Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.

37.4 The Trustee Board must keep minutes of all of the appointments made by the Trustee Board.

38 Notices

38.1 A notice may be given by the Charity to any member of the Council, either personally or by sending it by post or by fax or by email to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member of the Council to the Charity for the giving of notices.

38.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected 48 hours after the envelope containing the same was posted by first class post and 72 hours after posting if posted by second class post.

38.3 Where a notice is sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent and it will be treated as having been received 24 hours after having been successfully sent.

38.4 If a member of the Council has no registered address within the United Kingdom and has not supplied to the Charity an address within the United Kingdom for the giving of notices, a notice addressed to them and posted up in the Registered Office shall be deemed to be duly given on the expiration of twenty-four hours after it is so posted.

38.5 Notice of every General Meeting shall be given in same manner herein before authorised to every member of the Council, except those members who (having no registered address within the United Kingdom) have not supplied to the Charity an address for the giving of notices to them, and also to the auditors (if any) for the time being of the Charity. No other persons, save for the Trustees and the auditors (if any), shall be entitled to receive notices of General Meetings.