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THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
AFRICA NOW**

Incorporated the 28th day of April, 1981

Adopted in current form by special resolution the 10th day of December, 2010

Amended by special resolution passed the 31st day of May, 2011



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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

AFRICA NOW

GENERAL

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

<u>Words</u>	<u>Meanings</u>
Act	The Companies Act 2006,
Association	Africa Now,
Council	The Council of Management for the time being of the Association,
General Meeting	A meeting of the members of the Association,
In writing	Written or printed, or partly one and partly another, and other modes of representing or reproducing words in a visible form,
Month	Calendar Month,
Objects	as defined in regulation 3,
Office	The registered office of the Association,
Seal	The Common Seal of the Association, and
These presents	These Articles of Association, and the regulations of the Association from time to time in force

And words importing the singular number only shall include the plural number, and vice versa

Words importing the one grammatical gender shall include references to all grammatical genders, and

Words importing persons shall include organisations, incorporated or otherwise

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

- 2 The liability of the members is limited
- 3 The objects for which the Association is established are to improve the livelihoods and develop the capacity and skills of socially and economically disadvantaged communities in Africa in such a way that they are better able to identify, and help meet, their needs and participate more fully in society (the “Objects”)
- 4 In furtherance of the Objects but not further or otherwise, the Association shall have the following powers, subject to sub-paragraphs (i) to (iii) (inclusive) of this Article 4
- (A) To establish sponsor or support financially or otherwise projects
 - (B) To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Association

- (C) To employ and remunerate all such officers and servants as may be required for the purposes of the Association and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and former employees, their widows, widowers and other dependents and to make payments for or towards the insurance of such employees
- (D) To purchase or otherwise acquire lands for any estate or interest
- (E) To build and maintain houses and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (F) To let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as may be expedient
- (G) To support (financially or otherwise) small businesses in communities for the purpose of community capacity building
- (H) To assist rural communities in integrating into and strengthening their relationships with their wider economic neighbourhood
- (I) To provide consultative services to organisations engaged in economic activity in Africa for the purpose of contributing to the development of ethical and equitable business practices in Africa
- (J) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years
- (K) To appeal for, solicit, accept and receive subscriptions and donations (whether of real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association
- (L) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (M) To do all such other things as are incidental or conducive to the attainment of the above powers or any of them

PROVIDED THAT

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
- (ii) the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers, save that the Association may consider the relations between workers and their employers when undertaking a review of an organisation's business practices, and
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards and such property be subject jointly and separately to such control or authority as if the Association were not incorporated

- 5 The income and property of the Association shall be applied solely towards the promotion of the Objects 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 Association (and no member of its Council shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association)
- Provided that nothing herein shall prevent any payment in good faith by the Association
- (A) of reasonable and proper remuneration to any member, officer, or servant of the Association (not being a member of its Council) for any services rendered to the Association,
 - (B) of interest on money lent by any member of the Association (or of its Council) at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent, whichever is the greater,
 - (C) of reasonable and proper rent for premises demised or let by any member of the Association (or of its Council),
 - (D) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council may also be a member holding not more than 1/100th part of the capital,
 - (E) to any member of its Council of Management, of out-of-pocket expenses, and
 - (F) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company or against any liability incurred by the members of the Council in their capacity as trustees in defending any criminal proceedings in which judgement is given in their favour, provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the Council (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not
- 6 The number of the members with which the Association proposes to be registered is four but the Council may from time to time register an increase or a decrease of members The minimum number of members shall be one
- 7 The subscribers to the Memorandum of Association and the first members, hereinafter named, of the Council shall be the first members of the Association
- 8 The Council may from time to time nominate such other persons as it thinks fit to be members of the Association
- 9 A member of the Association shall cease to hold that position
- (A) If he becomes of unsound mind or permanently incapable of acting,
 - (B) If he becomes bankrupt or makes any arrangement with his creditors,
 - (C) If he sends to the Association notice in writing of his retirement,
 - (D) If he is removed by an ordinary resolution of the Association passed at a meeting of which notice showing the intention to propose a resolution in that behalf has been duly given, or
 - (E) If it is an organisation, it ceases to exist
- 10 The provisions of Section 112 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

COUNCIL OF MANAGEMENT

- 11 The members of the Council shall be not less than three nor more than fifteen and such limit shall include any Council members co-opted under Article 12
- 12 The Council shall have power from time to time to co-opt by a majority vote not more than four persons, such persons to be co-opted at the Council meeting next following the first anniversary of the date of adoption of these Articles and each subsequent anniversary and to hold office until the Council meeting following the next such anniversary. In the event of a vacancy occurring during the interim period, the Council shall have power to fill such vacancy for the unexpired period
- 13 The Council shall consist of the persons named in the Schedule to these Articles and such other person (if any) as shall be appointed in accordance with these Articles until they retire or their appointment is terminated
- 14 Any person may at any time or times be appointed a member of the Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded and no member of the Council shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age
- 15 Appointments under the preceding Article shall be made -
- (A) In the case of the appointment of a person to fill a vacancy in the office of Chairman of the Council by writing signed by the majority of the members of the Council, and
 - (B) In the case of the appointment of a person as a member of the Council, by writing signed by the majority of the members for the time being of the Council

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 16 The office of a member of the Council shall be vacated
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (B) If he becomes of unsound mind
 - (C) If by notice in writing to the Association he resigns his office
 - (D) If he becomes prohibited from holding office by reason of any order made under the Act
 - (E) If he is removed from office by a resolution duly passed pursuant to Section 168 of the Act
 - (F) If he is disqualified under Section 72 of the Charities Act 1993 (and any subsequent re-enactments)
 - (G) If it is an organisation, it ceases to exist

POWERS OF THE COUNCIL

- 17 The business of the Association shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in a General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act and to such regulations, being not inconsistent with aforesaid provisions, as may be prescribed by the Association in a General Meeting, but no regulation made by the Association in a General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
- 18 The continuing members of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum

number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of summoning a General Meeting, but not for any other purpose

- 19 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council and the said member shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

ROTATION OF MEMBERS OF THE COUNCIL

- 20 At the Council meeting next following the first anniversary of the date of adoption of these Articles and on each subsequent anniversary, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office
- 21 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election
- 22 The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for reelection, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 23 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to a member of the Council or the Secretary (if any) notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days
- 24 The Association may from time to time in a General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
- 25 In addition and without prejudice to the provisions of Section 168 of the Act, the Association may by a special resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE COUNCIL

- 26 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. The quorum shall be two or the number nearest to one-third of the total number of members of the Council, whichever is the greater, or such larger number as may be decided from time to time by the members of the Council. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
- 27 Any member of the Council may, and the Secretary (if any) shall upon the request of a member of the Council, at any time, summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting
- 28 The Chairman of the Council shall preside at all meetings of the Council at which he shall be present but if at any meeting the Chairman be not present within ten minutes after the time appointed for holding such

meeting, the members of the Council present shall chose someone of their number to be Chairman of the meeting

- 29 A meeting of the members of the Council for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally
- 30 The Council may delegate any of their powers to committees consisting of such member or members of the Council or of the Association as they think fit, and any committee so formed shall be a committee of the Council and shall conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid
- 31 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, 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 member of the Council
- 32 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meeting and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated
- 33 A resolution in writing signed by all the members for the time being of the Council, or of any committee of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted
- 34 Each member of the Council may, by notice in writing to the Association under his hand delivered to the Chairman or Secretary (if any), appoint any member of the Association to be his alternate to act for him at any meeting of the Council from which he is absent, and such appointment shall have effect for such meeting or meetings or for such period as is expressed in such appointment, and such appointee whilst he holds office as an alternate member of the Council shall be entitled to notice of all meetings of the Council, and to attend and vote at any meeting of the Council from which the person appointing him is absent. But he shall ipso facto vacate office if and when the appointing member shall cease to hold office or such appointment is determined, either by effluxion of time or by notice in writing to the Association delivered to the Chairman or Secretary (if any)

THE CHAIRMAN

- 35 At the Council meeting next following the second anniversary of the date of adoption of these Articles, and each second subsequent anniversary, the Council shall decide to appoint one member of the Council to the position of Chairman of the Council. In the event that there is more than one candidate, such appointment shall be made by a simple majority vote of members of the Association (and where there is a single member, by that member) present at the next following General Meeting and, until such General Meeting is held, the existing Chairman of the Council shall continue in his position as Chairman of the Council. The Chairman of the Council shall be the formal head of the Association and shall be responsible for the management of the employees of the Association
- 36 The Chairman of the Council shall be elected every two years, and each member of the Council may serve in the position of Chairman of the Council for a maximum of three consecutive terms of two years. Any member of the Council who is a former Chairman of the Council may offer themselves for election as the Chairman of the Council provided that such member of the Council has been out of the office for a period of one year or more
- 37 Should the position of Chairman of the Council become vacant, the members of the Council shall elect a member of the Council to serve as Chairman of the Council until the General Meeting next following the first anniversary of the adoption of these Articles, and each subsequent election shall be until the General Meeting next following each subsequent anniversary of the adoption of these Articles

- 38 The Chairman of the Council may choose to appoint one or more members of the Council as Vice Chairman to represent him, on either a temporary or an ongoing basis. If a Vice Chairman is appointed on an ongoing basis, the Council may, by simple majority vote, remove the Vice Chairman from his position.

TREASURER

- 39 At the Council meeting next following the first anniversary of the date of adoption of these Articles, and each subsequent anniversary, the Council may decide to appoint one member of the Council to the position of Treasurer. In the event that there is more than one candidate, such appointment shall be made by a simple majority vote of members of the Association (and where there is a single member, by that member) present at the next following General Meeting. The Treasurer shall be responsible for advising the Council on all financial matters and shall work with the employees of the Association to appraise the financial issues relating to the Association including, but not limited to, the budget, fundraising and development projects.
- 40 Should the position of Treasurer become vacant, the Chairman of the Council may elect a member of the Council to serve as Treasurer until the next following General Meeting.

GENERAL MEETINGS

- 41 The Council may call a General Meeting whenever they think fit, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Sections 303 to 306 (inclusive) of the Act.
- 42 Fourteen days' notice in writing at the least of every General Meeting (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions of these presents entitled to receive notices from the Association, but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 43 All business shall be deemed special that is transacted at a General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors and the fixing of the remuneration of the Auditors.
- 44 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be one member (or one representative of an organisation which is a member) personally present.
- 45 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 46 With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 47 The Chairman of the Council shall preside at every General Meeting, but if at any meeting the Chairman be not present, within fifteen minutes after the time appointed for holding such meeting, or shall be unwilling to preside, the members present shall choose some member of the Council, or if all the members of the Council present decline to take the chair they shall choose some member of the association who shall be present to preside.

- 48 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote (and where there is a single member, by that member), and unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person or by proxy and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 49 If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 50 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 51 In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote
- 52 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded
- 53 Subject as hereinafter provided, every member shall have one vote
- 54 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote, but a proxy or a corporation may vote on a show of hands A corporation may vote by its duly authorised representative as provided by Section 324 of the Act A proxy need not be a member
- 55 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf
- 56 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 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 the 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 on
- 57 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 before the commencement of the meeting or adjourned meeting at which the proxy is used
- 58 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit
- “I
“of
“a member of
“hereby appoint
“of
“and failing him,
“of
“to vote for me and on my behalf at the General Meeting
“(or Adjourned General Meeting, as the case may be) of the Association
“to be held on the day of
“and at every adjournment thereof
“As witness my hand this day of 20 ”

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

WRITTEN RESOLUTIONS

- 59 A resolution in writing agreed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of the members (and where there is a single member, by that member) who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that
- (A) a copy of the proposed resolution has been sent to every eligible member,
 - (B) a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - (C) it is contained in an authenticated document which has been received at the Office within the period of 28 days beginning with the date of circulation of the proposed resolution
- 60 A resolution in writing may comprise several copies to which one or more members have signified their agreement
- 61 In the case of a member which is an organisation, its authorised representative may signify its agreement

GENERAL

- 62 The Council shall cause accounting records to be kept in accordance with Part 15 of the Act
- 63 The Accounting records shall be kept at the office or, subject to Part 15 of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council
- 64 The Association in a General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours

AUDIT

- 65 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 66 The duties of auditors shall be regulated in accordance with Part 16 of the Act

NOTICES

- 67 A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
- 68 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association
- 69 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

WINDING UP

- 70 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs,

charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound

- 71 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution having objects similar to the objects of the Association, and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such institution to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object ¹

¹ Inserted by way of special resolution passed on 31 May 2011

THE SCHEDULE hereinbefore referred to

FIRST MEMBERS OF THE COUNCIL

Name

Josyane Rose Gold

Stephen John Bottomley

Paul Larnett Salmon

Address

4 Sun Rise View, The Rise,
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7 Melina Place,
London NW8 9SA