



Development Education Centre [Birmingham] Limited

Memorandum of Association

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Registered Charity No. 516038
Limited by Guarantee No. 1863269

The companies acts 1948 to 1981

Company limited by guarantee and not having a share capital

Memorandum of Association

Of

Development Education Centre (Birmingham) Limited

- 1 The name of the Company (hereinafter called “the Association”) is “DEVELOPMENT EDUCATION CENTRE (BIRMINGHAM) LIMITED”.
- 2 The registered office of the Association will be situate in England.
- 3 The objects for which the Association is established is –
To advanced the education of the public in subjects of academic value relating to the world problems of hunger, disease, poverty and ignorance, and the solutions thereof and to the economic and other problems of developing countries and their relationship with other countries whose economies are further advanced or developed (which subjects are hereinafter referred to as “development education”) Provided always, and for the avoidance of doubt, that within such object is included no purpose which is directed to securing changes in the law of this or any other country or of advocating the adoption or alteration of a particular line of administration or policy.
And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - a) To present, promote, organise, provide, manage and produce such seminars, workshops, tutorials, conferences and publications, whether on any premise of the Charity or elsewhere, as shall further the promotion, maintenance, improvement and advancement of education.
 - b) To assist, advise and support individuals, groups and organisations which are engaged in development education work.
 - c) To carry out research in the field of development education and related areas and to disseminate the useful results of such research and related publications with or without charge.

- d) To supply or provide educational materials or publications with or without charge, provided that the Association shall not undertake any permanent trading activities.
- e) To purchase or take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct or maintain and alter any buildings or erections necessary for the work of the Association.
- f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- g) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and which may be necessary for its objects.
- h) Subject to such consents (if any) as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit, provided that the Association shall not undertake any permanent trading activity thereof.
- i) 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- k) To do all such other things as will further the above objects or any of them.

Provided that: -

- 1 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.
- 2 The objects of the Association shall not extend to the regulation of relations between employers and organisations of workers.
- 3 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 of Management or Governing Body of the Association 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 of Management or Governing Body 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 of Management or Governing Body, but

they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 4 The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the 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 of Management or Governing Body) for any services rendered to the Association;
 - B) of interest on money lent by any member of the company or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Council of Management or Governing body;
 - C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
 - D) of fees remuneration or other benefit in money or money's worth to a Company of which a member of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such Company.
- 5 No additions, alterations, or amendments shall be made to or in the provisions of the Memorandum of Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by a meeting of the trustees.
- 6 The fourth paragraph of this Memorandum contain conditions to which any licence granted to the Association in pursuance of section 25 of the Companies Act 1981 is subject
- 7 The liability of the members is limited
- 8 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 £1.
- 9 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 charitable institution or institutions having charitable objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is

imposed on the Association, under or by virtue of Clause 4 hereof such institution or institutions 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, addresses and descriptions of subscribers:

H.I Lockhart, 56 Witherford Way, Birmingham B29 4AS
J.H Gaman, 48 Witherford Way, Birmingham B29 4AX
Peter C. Davis, 5 The Manor House, Brill, Bucks.
Peggy Saunders, 38 Wesley Hill, Selly Oak, Birmingham
Antony Fox, 24 York Road, Kings Heath, Birmingham, B14 7RZ
Stephanie Readhead, 1067 Bristol Road, Selly Oak, Birmingham
Peter Hedges, 270 Boldmere Road, Sutton Coalfield, West Midlands, B73 5LW
L. Kamu, 997 Bristol Road, Selly Oak, Birmingham
K. Harrison, 94 Broadway North, Walsall, WS1 2QE
J. Barker, 90 Dorchester Drive, Harborne, Birmingham
J. Sterne, 183 Selly Wood Road, Birmingham
J. Serf, 165 Halton Road, Sutton Coalfield, Birmingham
Julie Wooldridge, 129a Parkhill Road, Harborne, B17 9HH

The Companies Acts 1948 to 1981

Company Limited by Guarantee and not having a share capital

Articles of Association

Of

Development Education Centre (Birmingham) Limited

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:

WORDS	MEANINGS
The Act	The Companies Act 1948
These present	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above named company
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

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

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

Words importing persons shall include corporations.

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

- 2 The number of members with which the Association proposes to be registered is twenty five, but the Council may from time to time register an increase or decrease in members.
- 3 The provisions of section 110 of the Act shall be observed by the Association, and every member if the Association shall complete a registration form indicating that they give consent to becoming a member of the Association.
- 4 The Association is established for the purposes expressed in the Memorandum of Association.
- 5 The subscribers to the Memorandum of Association and such persons as the Council shall admit to membership in accordance with the regulations (if any) that the Council may make from time to time regarding membership of the Association shall be members of the Association.

General Meetings

- 6 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as shall be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 7 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 8 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or in default may be convened by such requisitions, as provided by section 132 of the Act
- 9 Twenty one days' notice in writing or via electronic communication at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing or via electronic communication at the least of every other General Meeting (exclusive in every case 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 and the general nature of the business, shall be given in manner hereinafter mentioned to such persons (including the

- Auditors where they have been appointed) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 10 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

- 11 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and the expenditure account and balance sheet, and the reports of the Council and of the Auditors (where these have been required by law), the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors if these have been required to be appointed by law.
- 12 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 a minimum four members, or one tenth of the total core membership, whichever is the greater, shall be a quorum.
- 13 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 Council may determine, 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.
- 14 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall chose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, they shall choose some other member of the Association who shall be present to preside
- 15 The Chairman may, with the consent of any meeting at which a quorum us present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which

might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the 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.

- 16 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in audit of or against that resolution. The demand for a poll may be withdrawn.
- 17 Subject to the provisions of Article 18, 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.
- 18 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 20 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.

Votes of Members

- 21 Subject as hereinafter provided, every member shall have one vote
- 22 Save as in herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 23 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 for a corporation may vote on a show of hands. A corporation

- may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy may not be a member.
- 24 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorized in that behalf.
- 25 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 48 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 24 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.
- 26 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle 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.
- 27 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-
- THE DEVELOPMENT EDUCATION CENTRE (BIRMINGHAM)
LIMITED
- “I,
“of
“a member of Development Education Centre (Birmingham) Limited hereby appoint
“of
“and failing him
“of
“to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned as the case may be) General Meeting of the Association to be held on the
“day of 19 , and at every adjournment thereof.
“As witness my hand this day of 19 “
- The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

- 28 The number of the members of the Council shall never be less than seven, and until otherwise determined by a General Meeting shall not be more than twenty.
- 29 The first members of the Council shall be the subscribers to the Memorandum of Association.
- 30 The Council may from time to time and at any time appoint any member of the Association as 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. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 31 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

- 32 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 see fit, and may exercise all such powers of the Association, and do so on behalf of the Association all such acts as may be exercised and done by the Association, and as not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these present, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 33 The members for the time being of the Council may act notwithstanding any vacancy in the body; provided always that in case the members of the Council shall at any time be or 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 admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

- 34 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them. The provisions of section 177 of the Act shall apply and be observed. The Council may

- from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- 35 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 of the Secretary, and the said member and Secretary 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.

DISQUALIFICATION OF MEMBERS FO THE COUNCIL

- 36 The office of a member of the Council shall be vacated
- A) If 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 he ceases to be a member of the Association
- D) If by notice in writing to the Association he resigns his office
- E) If he ceases to hold office by reason of any order made under section 188 of the Act
- F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act
- G) If he ceases to be a member by virtue of section 185 of the Act

ROTATION OF MEMBERS OF THE COUNCIL

- 37 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year 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.
- 38 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
- 39 The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, 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 up to the meeting and lost.

- 40 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 the Secretary 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.
- 41 Subject to Article 28 the Association may from time to time in General Meeting increase or reduce the number of members of the Council, and shall determine in what rotation such increased or reduced number shall go out of office, and may make appointments necessary for effecting any such increase.
- 42 In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary 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 member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

- 43 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, provided that the quorum for meetings of the Council shall never be less than one third of the total membership 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.
- 44 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no Chairman be elected, or if at any meeting the Chairmen be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

- 46 A meeting of the Council 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.
- 47 The Council may delegate any of their powers to committees consisting of such member or members of the council with or without others as they see fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committees 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. Any such Committees shall report to the Council on any decisions taken.
- 48 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 or continuance in office of any member or person acting as aforesaid, or that they or 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 or had duly continued in office and was qualified to be a member of the Council
- 49 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of all appointments of officers made in the Council and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 50 The resolution in writing signed by all members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be a valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

- 51 The Council shall cause proper books of account to be kept with respect to –
- a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - b) all sales and purchases of goods by the Association; and
 - c) the assets and liabilities of the Association

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions

- 52 The books of account shall be kept at the office or, subject to section 147 (3) 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
- 53 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Council or by the Association in General Meeting.
- 54 The annual accounts shall be laid before the Association every year at the Annual General Meeting following the date on which they were made up to date. They will be presented together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and, where required by law, the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1)(c) of the Act, be sent to the Auditors should these have been required by law, and to all other persons entitled to receive notices of General Meetings in the manner in which notices hereinafter directed to be served. The Auditors' report, should this have been a statutory requirement, shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

NOTICES

- 55 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.
- 56 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 and as provided by the Act,

only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

- 57 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.

DISSOLUTION

- 58 Clause 9 of the Memorandum of Association relating to the winding up and the dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.