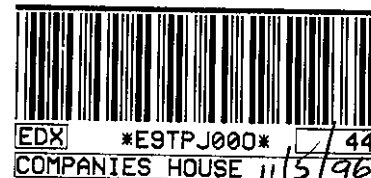


Company number: ~~204312~~

2040312



THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

- of -

ORCHESTRA OF THE AGE OF ENLIGHTENMENT

(incorporating all amendments to 19th January, 1996)

INTERPRETATION

1. In these Articles:

the "Act" means the Companies Act, 1985;

"Advisory Council" means the Advisory Council as provided in the Articles

the "Articles" means these Articles of Association as originally adopted or as from time to time altered;

the "Artistic Direction Committee" means the Artistic Direction Committee as provided in the Articles;

the "Board" means the Board of Directors of the Company as a body or a quorum of the Directors at a meeting of the Board;

the "Board of Trustees" means the Board of Trustees as provided in the Articles;

"Byelaws" means Byelaws of the Company made by the Board pursuant to the powers in that behalf conferred upon it by the Articles;

the "Company" means the Company;

the "Directors" means the members of the Board of Directors of the Company as provided in the Articles;

"Members" means the members of the Company for the purposes of the Act as defined in the Articles;

the "Office" means the Registered Office for the time being of the Company.

"the "Orchestra Manager" means the Orchestra Manager as provided in the Articles;

the "Register" means the Register of Members of the Company; and

the "Seal" means the Common Seal of the Company;

the "Secretary" means the Secretary of the Company as provided in the Articles;

the "Statutes" means the Act and every other Act for the time being in force concerning companies and affecting the Company;

"Trustees" means the Trustees of the Company as provided in the Articles;

Unless the context otherwise requires or the contrary intention appears: -

- (a) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (b) Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.
- (c) Words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification thereof at the date at which the Articles become binding on the Company.

MEMBERS

- 2. For the purposes of registration the number of Members of the Company shall be unlimited.
- 3. For the purposes of the Act there shall be only one class of membership. Other classes of membership may be established from time to time by the Board but persons admitted to those classes shall not be Members for the purposes of the Act. The Board shall also have power at its discretion to discontinue admissions to any class of membership not conferring membership for the purposes of the Act or to close down any such class or classes. Particulars of persons

admitted to the classes which do not confer membership for the purposes of the Act will not be entered in the Register. The acceptance of membership shall be deemed to imply an agreement to be bound by the Articles and Byelaws.

4. The Members shall be those persons as shall be admitted by the Board to membership of the Company. No person shall be admitted as a Member of the Company unless he is approved by a majority of at least three-fourths of the Directors (such approval not to be unreasonably withheld) and has complied with such conditions as the Directors may from time to time prescribe for applicants for membership. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board shall require and shall pay any annual subscription laid down from time to time by the Board.
5. The members shall be entitled to attend and vote at all general meetings of the Company so long as all moneys payable by them have been paid.
6. All persons who are Members of the Company immediately prior to the adoption of these Articles shall cease to be Members for the purposes of the Act and particulars in relation to them shall be removed from the Register.
7. Membership of the Company and all rights of a Member shall be personal to him and shall not be transferable and the name of a Member shall be removed from the Register upon his death.
8. Every Member shall be bound to further to the best of his ability the objects, interests and influences of the Company and shall observe all Byelaws.
9. A Member of the Company shall cease to be a Member:
 - (a) if he resigns by giving six months' notice in writing of his resignation to the Secretary;
 - (b) if he is compulsorily admitted to hospital under the Mental Health Act 1983 or if he is admitted to hospital in pursuance of an application for admission for treatment under that Act;
 - (c) if he is excluded from membership under Article 10;
 - (d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally, [or (being a company) goes into liquidation other than for the purposes of solvent reconstruction]; or
 - (e) if he fails to pay the annual subscription fee after being advised that it is due.
 - (f) if he otherwise ceases to qualify for membership under the Articles.
10. Any Member may be excluded from membership of the Company by resolution of a majority of at least three-fourths of the existing Members present and voting at a general meeting at which not less than two-thirds of the total number of Members shall be present. Such Member shall have twenty-one clear days' notice sent to him of the general meeting and he shall be entitled to

attend the meeting and be heard in defence but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Members shall permit.

GENERAL MEETINGS

11. The Company shall hold in each year a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds the first Annual General Meeting within eighteen months of incorporation it need not hold one in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
12. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
13. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as is provided by section 368 of the Act.

NOTICE OF GENERAL MEETINGS

14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the Articles entitled to receive such notices from the Company.

A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members, having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board, the Artistic Direction Committee and the Auditors and the fixing of the remuneration, if any, of the Auditors.
17. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum at any general meeting shall be four Members or one-tenth of the membership for the time being whichever number is the greater present in person half of which must be Orchestral Members.
18. 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 of the Board 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 meeting shall be dissolved.
19. The Chairman of the Board shall preside as Chairman at every general meeting of the Company or, if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairman, if any, of the Board shall, if present and willing to act preside, failing which the Members present shall elect one of their number to be Chairman of the meeting.
20. The Chairman may, with the consent of any meeting (and shall if so decided by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

21. Every Member shall have one vote.
22. On a poll votes may be cast personally or by proxy.
23. 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 two Members present in person or by proxy and entitled to vote or by a Member or Members present in person or by proxy and representing at least one-tenth of the total voting rights of all the Members entitled to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

24. Subject to the provisions of the Articles, if a poll be demanded in the 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. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. No poll may be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
26. 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.
27. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members entitled to receive notice of and attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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.
30. An instrument appointing a proxy shall be in the usual common form or in such other form as the Board may accept and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates and need not be witnessed.
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding that the principal may for any reason have ceased to be a Member or that the

proxy or the authority under which the proxy was executed may have been revoked unless intimation in writing of such cesser or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, appoint any person to act as its representative at any general meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member, including power, when personally present, to vote on a show of hands, and to demand or concur in demanding a poll.

DIRECTORS AND THE BOARD

34. (1) The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than three nor more than ten in number. The number of Members of the Company acting as Directors of the Board who are not Orchestra Players shall at all times exceed the number of Members acting as directors who are Orchestra Players.
- (2) Orchestra Players are Members of the Company who in the opinion of the Board are regular members of any orchestral or musical ensemble for the time being maintained by the Company.
- (3) The Board may from time to time and at any time (notwithstanding the provisions of Article 38(1)) co-opt any Member on to the Board. Any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- (4) The Directors shall appoint one of themselves to be Chairman of the Board. The Chairman shall hold office until he shall cease to be a Director or for such shorter period as the Board shall decide.
- (5) The Directors may appoint one or more of themselves to the office of Vice-Chairman or Treasurer upon such terms and for such period as the Board may think fit.
- (6) No person shall act as a Director until he shall have agreed to become a Member and his name has been entered in the Register, and he shall cease to be a Director on ceasing to be a Member.
- (7) A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (8) For the purposes of this Article a Director shall be deemed not to be interested in any contract or any matter arising thereout if his interest therein arises solely by virtue of his being a member officer or representative of a Local Authority or a Member or a member of a company in which he holds not more than a one-hundredth part of the capital.

- (9) The Directors may be repaid by the Company travelling, hotel and other expenses reasonably and properly incurred by them in attending to any matter connected with the Company.

ROTATION OF MEMBERS OF THE BOARD

35. (1) The first members of the Board shall be the subscribers to the Memorandum.
- (2) At the first Annual General Meeting and at every subsequent Annual General Meeting of the Company, two Directors, other than the Orchestra Manager, shall retire from office.
- (3) The two Directors to retire in every year shall comprise one Member who is an Orchestra Player and one Member who is not and shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (4) A retiring Director shall be eligible for re-election to the Board.
- (5) The Members may at the meeting at which a Director retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring Director if offering himself for re-election shall 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.
- (6) No person not being a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to membership of the Board unless within twenty-one days before the meeting his nomination shall have been received by the Secretary. Each nomination shall require the support of two Members and an indication that the nominee is willing to serve if elected.
- (7) The election or re-election of Directors shall take place at the Annual General Meeting following their recommendation by the Board or the receipt of valid nominations in their favour by the Secretary in the following manner:-
- (i) ballot papers bearing the names of each candidate shall be sent to all Members entitled to vote not less than twenty-one clear days before the meeting at which the elections are to take place;
 - (ii) Members wishing to vote shall return their ballot papers duly marked with their vote to the Secretary on or before the date of the meeting at which the elections shall take place; and
 - (iii) a simple majority of the Members voting shall be required for the election of any candidate as a Director.

DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall ipso facto be vacated:
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors; or
 - (b) if he becomes of unsound mind; or
 - (c) save as provided by any contract between him and the Company to the contrary if, by notice in writing sent by registered letter to the Office he resigns his office; or
 - (d) if he becomes prohibited from being a Director by reason of any Court Order made under the Act; or
 - (e) if he is removed from office by resolution duly passed pursuant to Section 303 of the Act; or
 - (f) if he absents himself from attendance at meetings of the Board and committee meetings thereof continuously for a space of twelve months without special leave of absence from the Board and it passes a resolution that he has by reason of such absence vacated office; or
 - (g) if he ceases to be a Member.
37. A Director removed from office by resolution passed pursuant to Section 303 of the Act may not thereafter be reinstated as a Director without the prior consent of the Company in general meeting.
38. Section 293 of the Act shall not apply to the Company and accordingly no person shall be prohibited from being a Director or required to vacate his office as such Director by reason of his age.

BORROWING POWERS

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

POWERS AND DUTIES OF THE BOARD

40. The affairs of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Statutes or by the Articles required to be exercised by the Company in general meetings subject nevertheless to the provisions of the Statutes and the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be

prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.

- 40A. (a) The Board shall establish an Advisory Council and shall from time to time and at any time appoint such person or persons as in its absolute discretion it thinks fit to be a member of the Advisory Council for a period not exceeding two years from the date of appointment (notwithstanding that at the expiry of such period a member of the Advisory Council may be reappointed by the Board).
- (b) A member of the Advisory Council shall not, by virtue of being such a member, be a Member for the purposes of the Act nor shall he thereby be within any class of membership which the Board may from time to time set up as hereinafter provided.
- (c) A member of the Advisory Council shall assist the furtherance of the objects of the Company by any means to which he and the Board consent, provided that subject to any agreement between such member and the Board such consent may be withdrawn at any time and provided further that, notwithstanding that he is a member of the Advisory Council, such a member shall not be under any obligation to do or consent to do anything in the furtherance of the objects of the Company or which is in the interests of the Company nor shall he be under any obligation to refrain from doing anything which is contrary to such objects or interest AND PROVIDED ALWAYS that no member of the Advisory Council nor the Advisory Council as a whole shall have any executive power or powers with regard to the Company.
- (d) Notwithstanding Article 44A(c) hereof a statement that any person is a member of the Advisory Council (which statement shall include his name, title and honours) may be used while he continues to be such a member in any letter, publication, notice or other writing of the Company or otherwise for the purposes of the Company as the Board shall think fit.
- (e) A member of the Advisory Council shall cease to be such on giving to or on being given by the Board one month's notice in writing or if he becomes of unsound mind or on his death. Membership of the Advisory Council and any rights of such a member shall be personal to him and shall not be transferable.
41. The Board shall establish an Artistic Direction Committee and shall delegate to it such responsibilities for the management of the Company and such powers to carry out such responsibilities as it shall by Byelaws made pursuant to Article 59 provide PROVIDED ALWAYS that in exercise of its delegated powers the Artistic Direction Committee shall report every such exercise as soon as reasonably possible to the Board and shall not incur expenditure on behalf of the Company except in accordance with a Budget approved by the Board.
42. The Board may delegate any of its other powers not delegated to the Artistic Direction Committee either generally or for a specific purpose to any Director or Directors or to any committee established by the Board (which may consist either solely of Directors or of Directors and other persons not exceeding a minority of the quorum of the relevant Committee)

and subject to such terms and conditions as the Board may think fit. Any person or committee exercising delegated powers shall report every such exercise as soon as reasonably possible to the Board.

43. The Board may from time to time and at any time by power of attorney appoint any corporation firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the Articles and not including any of its powers to make Byelaws) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.
45. The Board shall cause minutes to be made in books provided for the purpose:-
 - (a) of the names of the Directors present at each meeting of the Board and of any committee established by the Board;
 - (b) of all appointments of officers made by the Board;
 - (c) of all Byelaws made by the Board;
 - (d) of all standing orders, resolutions and proceedings at all meetings of the Company and of the Board, and of committees.

PROCEEDINGS OF THE BOARD

46. The Board may meet together for the despatch of business, may adjourn, and may regulate its meeting as it shall from time to time think fit. The Secretary, on the requisition of the Chairman or of any two or more of the Directors, shall summon a meeting of the Board by sending a notice thereof to such persons and in such manner as the Board may prescribe. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
47. (a) Subject as provided in (b) below the quorum necessary for the transaction of the business of the Board shall be two Directors one of whom must be an Orchestra Player. No business shall be transacted at any meeting of the Board unless a quorum is present at the time when the meeting proceeds to business except that, if the number of Directors for the time being is below the number fixed by or pursuant to the Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number but for no other purpose.

- (b) Notwithstanding the provisions of (a) above where a meeting of the Board is convened to consider any payment made or to be made by the Company to a Director or a member the quorum shall be two Directors neither of whom shall have received or shall be receiving remuneration for services which have or are being rendered to the Company.
48. The Chairman of the Board shall preside as chairman at every meeting of the Board or if he shall not be present or is unwilling to act a Vice-Chairman shall if present and willing to act preside, failing which the Directors present shall elect one of their number to be chairman of the meeting.
49. All acts done by any meeting of the Board or of a Committee or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.
50. Questions arising at a meeting shall be determined by a majority of votes of the Directors present and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
51. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board (which resolution may consist of several documents in the like form each signed by one or more of the Directors) or a resolution to which every such Director has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it had been passed by a meeting of the Board duly called and constituted.

ORCHESTRA MANAGER

52. The Orchestra Manager shall be employed on such terms and conditions as the Board shall determine subject to ratification of the Members at the next general meeting following the appointment.

THE SECRETARY

53. Subject to section 13 of the Act, the Board shall from time to time by resolution appoint a person to be the Secretary as the Board shall think fit.
54. A provision of the Statutes or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

BYE LAWS

55. (1) The Board shall have power to make Byelaws concerning such matters regarding the government and management of the Company as it shall from time to time think fit.

- (2) Provided that no Byelaw shall have effect if and to the extent that it shall be inconsistent with the Memorandum of Association of the Company or the Articles. Subject as aforesaid all Byelaws made by the Board shall have the like effect as if the same were contained in the Articles save that they may at any time or times be revoked or varied by the Board in like manner as they may be made.

THE SEAL

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

ACCOUNTS

57. The Board shall cause accounting records to be kept in accordance with the provisions of the Statutes.
58. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes with regard to the keeping of books of account outside Great Britain, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
59. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.
60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report and Directors' report, shall not less than twenty-one clear days before the date of the meeting be sent to every Member of the Company, to the Auditor for the time being and to any holder of debentures of the Company. This Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

61. Auditors shall be appointed and their powers, rights, duties and remuneration regulated in accordance with the Statutes.

NOTICES

62. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United

Kingdom) to the address if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by first class mail a letter containing the notice, and to have been effected in the case of posting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meeting.

DISSOLUTION

- 64. Clause 7 of the Memorandum of Association of the Company relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in the Articles.
- 65. Subject to the provisions of the Statutes, but without prejudice to any indemnity to which a Director may otherwise be entitled, the Directors, and every other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.