

Company Number 2918336

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
THE SKI COUNCIL OF WALES**

Incorporated the 13th day of April, 1994

Amended 2nd October 1999



## MEMORANDUM AND ARTICLES OF ASSOCIATION

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**Memorandum of Association**  
**OF**  
**THE SKI COUNCIL OF WALES**

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1. The name of the Company (hereinafter called "the Association") is "THE SKI COUNCIL OF WALES".
2. The registered office of the Association is to be situated in Wales.
3. The objects for which the Association is established are to be the Governing Body of skiing in Wales to facilitate the raising of the standard of Welsh skiing by encouraging the promotion of conferences, courses, demonstrations, competitions and other such events, to recruit and train leaders, instructors, coaches and officials, to train and develop competitors, to encourage the development of ski clubs and associations, to represent Welsh Skiers on appropriate national and international organisations, to oppose the use and/or distribution of illegal substances, to cooperate with drug testing agencies in all respects and to apply sanctions if necessary in accordance with the British Ski Federation rules on drug abuse, and to engage in such other activities as are incidental or conducive to the attainment of these objects.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

(A) To take over the unincorporated association known as "The Ski Council of Wales" including the property and assets thereof and assume all the benefits and obligations of the same.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

(C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

(D) To undertake and execute any charitable trusts which may lawfully be

undertaken by the Association.

(E) To borrow or raise money on such terms and on such security as may be thought fit.

(F) To invest the moneys 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.

(G) 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.

(H) To do all such other things as are incidental to the attainment or furtherance of the said objects 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 Association's objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (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 of Management 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 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 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 shall be applied solely towards the promotion of its objects 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 members of the Association and no member of its Council of Management 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 of Management) for any services rendered to the Association;
- (B) of interest at a rate not exceeding 2 per cent per annum less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent per annum, whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management;
- (C) to any member of its Council of Management of out-of-pocket expenses;
- (D) to a company of which a member of the Association or of its Council of Management may be a member holding not more than one hundredth part of the capital of such company.

- 5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, except at a general meeting called for that purpose, and then only by a two thirds majority of those present (excluding proxy votes) and entitled to vote, but no addition, alteration or amendment shall be made which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
- 6. The liability of the members is limited.
- 7. Every member of the Association, excluding Associate Members, undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities 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.

The Companies Acts 1985 and 1989

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**Articles of Association**  
  
OF  
  
THE SKI COUNCIL OF WALES

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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 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	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 Board of Directors for time being of the Association.
The Office	The registered office 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 producing words in a visible form.
Clear days	In relation to a period of notice means

that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the 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 shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

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

## MEMBERSHIP

3. The subscribers to the Memorandum of Association are, together with former Individual Members, Family Members, Honorary Life Members, Constituent Clubs, Educational Institution Members and Affiliated Companies of the unincorporated association, the Ski Council of Wales, the first members of the Association. Such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association at its registered office an application for membership in such form as the Council require executed by him.
4. A member may at any time without prejudice to any claims the Association may have against him, withdraw from the Association by giving at least seven clear days notice in writing to the Association at its registered office. Membership shall not be transferable and shall cease on death. An organisation, without prejudice to any claims the Association may have against it, shall cease to be a member when it dissolves or ceases to operate.
5. Except for Honorary Life Members, each member shall pay an annual or other subscription, calculated in the manner determined from time to time by the Council of Management which shall be paid by the prescribed date. The Council of Management shall give two months' notice of any increase in the annual subscription rate.
6. There shall be eight classes of membership as follows.

### Constituent Clubs

Membership is open to any club, including college or university ski clubs situated in Wales. A Constituent Club may not be a full member of another Constituent Club.

#### Schools

Membership is open to any School or VI form college situated in Wales.

#### Individual Members

Membership is open to any individual over the age of 16.

#### Registered Members of the Coaching Scheme

Any individual aged 16 years or over who is a fully paid up member of the Association's Coaching Scheme ranks pari passu with an Individual Member as long as he remains fully paid up. Any person wishing to be considered for representative events, or be nominated to squads, trials or international events by the Association must be formally registered with the Coaching Scheme run by the Association.

#### Family Members

Membership is open to any Family being members of the same household or so declared.

#### Affiliated Companies

Membership is open to any commercial undertakings or professional organisations.

#### Honorary Life Members

The Association may elect an Honorary Life Member where in its opinion the person elected has made an outstanding contribution towards the achievement of the objects of the Association.

#### Associate Members

Individual membership open to recreational users of artificial slopes in Wales.

7. All classes of members, excluding associate members, on being accepted will be entitled to receive notices of and attend all General Meetings of the Association, to be on the mailing list of the Association and to such other additional rights and privileges as the Association may from time to time determine.

In addition

Constituent Clubs, Schools and Affiliated Companies may propose a representative from their own organisation for any position on the Council of Management.

Individual Members and Registered Members of the Coaching Scheme may propose or second a candidate, or themselves stand for any position on the Council of Management.

Family Members may nominate one of their number for any position on the Council of Management.

8. The Council of Management has absolute discretion to terminate the membership of any member who fails to pay his subscription within two months of the due date, or if, in the opinion of the Council of Management the conduct of that member is injurious to the character or interest of the Association, or for any other reason. In such circumstances the member



concerned is entitled to make a representation to the Council of Management to argue his case.

## GENERAL MEETINGS

9. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting at such time and place as may 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.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the Council forthwith on the requisition of members representing not less than one tenth of the total voting rights of all the members having, at the date of deposit of the requisition, a right to vote at general meetings. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Association. If the Council does not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists may convene a meeting as provided by section 368 of the Act.
12. Twenty-eight clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and twenty-one clear days notice in writing at the least of every other General Meeting, 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 these Articles 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.
13. 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

14. 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, and if thought fit the approval as a correct record, the minutes of the last general meeting, the consideration of the audited income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, 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.

15. 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 20 members personally present shall be a quorum.
16. 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.
17. 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 choose 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 member of the Association who shall be present to preside.
18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than 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 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.
19. 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 favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of Article 21, 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.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. 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.
23. 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.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

#### VOTES OF MEMBERS

25. Subject as hereinafter provided, every member, excluding associate members, shall have one vote, except for Constituent Clubs which are entitled to one vote per 20 members or part thereof except that no club may have more than 25% of the total votes of the Association, and Family Members who are entitled to two votes per family, and Honorary Life Members who are not entitled to a vote.
26. Save as 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 at any General Meeting.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
28. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.

#### COUNCIL OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 5 nor more than 20.
30. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
31. 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.

32. 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

33. 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 the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act 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.
34. The members for the time being 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 or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, 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

35. Subject to the provisions of the Act the Secretary shall be appointed by the Association at the Annual General Meeting for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 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.

#### THE COMMON SEAL

36. The Association's common seal shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the common 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 common seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated-
- (A) If he becomes bankrupt or makes any arrangement or compositions with his creditors generally.
  - (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 virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

## ROTATION OF MEMBERS OF THE COUNCIL

38. At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, all of the members of the Council for the time being, shall retire from office. A retiring member of the Council shall be eligible for re-election if nominated.
39. Election of the President, Secretary and members of the Council shall be carried out by a ballot of those eligible to vote at the Annual General Meeting. If there is only one nominee for any office, such nominee shall not be deemed automatically to have been elected but shall be submitted to the vote. If the majority of votes are cast against the sole nominee the resolution is lost and a vacancy arises. Scrutineers for ballots for the election of members of the Council shall be appointed from those present at the meeting but shall not be one of the nominees for election.
40. No person shall 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, and the day appointed for the meeting there shall be not less than twenty-one nor more than twenty-eight intervening days.
41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.
42. In addition and without prejudice to the provisions of section 303 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 the 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, but always according to the Rules for the Conduct of Meetings determined by the Association in General Meeting. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In a case of an equality of votes the Chairman shall have a second or casting vote.
44. Five members of the Council may, and on the request of five members 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 Association shall at the Annual General Meeting elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Chairman be elected, or if at any meeting the Chairman 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 as they think 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 committee shall be governed by the provisions of the Articles 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.
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 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 records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of

all appointments of officers made by the Council and 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 meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. 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 sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the 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 as 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 accounting records to be kept in accordance with the requirements of the Act.
52. The accounting records shall be kept at the Office, or, subject to the provisions 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 officers of the Association.
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 accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
54. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of a summary of the annual accounts to every member, excluding associate members, not less than 21 days before the date of the Annual General Meeting at which the audited accounts and reports are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and reports, not less than 28 days before the end of the period allowed for laying and delivering the same. Following receipt by a member of the summary, they may contact the Secretary and request a copy of the audited accounts and reports and the Secretary will send such copy to the member within seven days of receiving such a request. Copies of the audited accounts and reports will also be made available to any member attending the Annual General Meeting.

## AUDIT

55. In accordance with the provisions of the Act 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.
56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

## NOTICES

57. 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.
58. 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.
59. 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 first class letter.

## DISSOLUTION

60. 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 transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.