

3395681

Memorandum of Association for a Company Limited by Guarantee having Charitable Status

Companies Act 1985 & 1989 - Company limited by Guarantee and not having a share capital

Memorandum of Association of British Overseas NGOs for Development (BOND)

1. The name of the Association (hereinafter called 'The Company') is British Overseas NGOs for Development (BOND).
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are for the advancement of any charitable purpose and in particular for the relief of need anywhere in the world arising out of poverty, sickness, distress, age, infirmity and disablement by promoting the efficiency and effectiveness of voluntary organisations and other institutions in so far as such organisations and institutions are working to advance charitable purposes.
4. In furtherance of the said objects, but not further or otherwise, the Company shall have power:
 - a) to develop experience and ideas between voluntary organisations and the Government of the United Kingdom, the European Union and other countries' Governments and amongst voluntary organisations.
 - b) to write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
 - c) to liaise and act as a forum for the exchange of information between the Government and voluntary agencies;
 - d) to co-ordinate the activities of both charitable and voluntary organisations;
 - e) to provide advice and information to charities and voluntary organisations;
 - f) to represent the views of charities and voluntary organisations on relevant subjects;
 - g) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
 - h) to promote research, experimental work, scientific investigation and development into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research for the public benefit;
 - i) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - j) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
 - k) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
 - l) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
 - m) subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;
 - n) 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;
 - o) to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the company or such trade is temporary and ancillary to the carrying out of the said objects;
 - p) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

- q) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- r) to invest the moneys of the Company not immediately required for its objects 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 be imposed or required by law and subject also as hereinafter provided;
- s) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- t) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- u) to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company;
- v) to provide indemnity insurance to cover the liability of the Board which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as Directors of the Company;
- w) to employ and pay any person or persons not being members of the Board to supervise, organise, carry on the work of and advise the Company;
- x) to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- y) to pay, subject to the provisions of Clause 5 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- z) to apply monies in insuring any buildings or other property to their full value;
- aa) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- bb) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- cc) to establish where necessary local branches (whether autonomous or not);
- dd) to do all such other lawful things as shall further the above objects or any of them.

5. The income and property of the Company 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 Company and no member of its Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- a) of reasonable and proper remuneration to any member, officer, employee or consultant of the Company not being a member of its Committee for any services rendered to the Company;
- b) of interest on money lent by any member of the Company or of its Committee at a rate per year not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Committee or 3 per cent whichever is the greater;
- c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Committee;
- d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company;
- e) to any member of its Committee of out-of-pocket expenses; and

- f) *of any premium in respect of indemnity insurance to cover the liability of the Board which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as Directors of the Company;*
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company, 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 Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 8. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, *such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.*

Companies Act 1985 & 1989 Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF BRITISH OVERSEAS NGOS FOR DEVELOPMENT (BOND)

Interpretation

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'clear days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.

'the Board' means the Board of Trustees of the Company.

'the Company' means the above named Company.

'the Office' means the registered office of the Company.

'the seal' means the common seal of the Company.

'secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Objects

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

Members

3. The subscribers to the Memorandum of Association and such other bodies as the Board shall admit to membership shall be members of the Company.

4. Full membership shall be open to UK based national and local organisations, whether corporate or unincorporated.

5. Associate membership is open to bodies at the discretion of the Board. Associate members shall be entitled to all the rights and privileges of membership save that they shall not be entitled to vote at meetings or serve as Committee members.

6. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.

7. An application for membership may be approved or rejected by the Board.
8. The Board shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

Subscriptions

9. There shall be an annual subscription for all members of an amount or amounts to be determined from time to time by the Board. Subscriptions shall be paid on such dates and in such manner as determined by the Board.
10. The Board may reduce, vary or waive the subscription for any member or category of members.

Resignation

11. A member may resign by written notice to the secretary but shall not be entitled to a refund of any part of the annual subscription.
12. A member whose subscription is more than 6 months in arrears may be subject to a penalty fee which shall be set by the Board, and may be deemed, by decision of the Board, to have resigned.
13. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 74 the Board members may in their absolute discretion permit any member of the company to withdraw from the Company provided that after such retirement the number of members is not less than three. Membership shall not be transferable.

General Meetings

14. The Company shall each year hold 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; and 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 its first Annual General Meeting within eighteen months of its incorporation, it need not hold it 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. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. The Board may convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of one quarter of the membership of the Company. This shall include the calling of Meetings where a vote of no confidence in the Board will be proposed.

Notice of General Meetings

16. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days, notice in writing. The notice shall specify the place, the day and the hour of 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 of the Company, entitled to receive such notices from the Company: PROVIDED THAT 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 the Annual General Meeting, by all the members entitled to attend and vote; and

(b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

17. 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 of that meeting.

Procedures at General Meetings

18. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

19. 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; three members present in person or one-fifth of the membership, whichever is greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

20. The Chair, if any, of the Board shall chair every General Meeting of the Company, or if there is no such Chair, 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 members of the Board present shall elect one of their number to chair the meeting.

21. If at any meeting no Board member is willing to act as Chair or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

22. A Board member shall, notwithstanding that they are not a representative of a member of the Company, be entitled to attend and speak at any General Meeting.

23. The Chair 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 other 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 fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. 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 on the declaration of the result of the show of hands) demanded:

(a) by the Chair; or

(b) by at least two members present and having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings 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 such resolution. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

26 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.²⁸ No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days, notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

29 Subject to Article 24, every member shall have one vote.

30 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by it to the Company have been paid.

31 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 Chair whose decision shall be final and conclusive.

32 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Organisations acting by representatives at meetings

33 Any Organisation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

Board of Trustees

34 The maximum number of Board members shall be determined by the Company in General Meeting and for the time being the maximum number shall be twenty. The minimum number of Board Members shall be three.

35 The first Board members shall be those persons named in the statement delivered pursuant to section 10(2)- of the Act, who shall be deemed to have been appointed under these Articles. Future Committee members shall be appointed as provided subsequently in these Articles.

36 The Board members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

Borrowing Powers

37 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 debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.

Powers and Duties of the Board

38 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board, which would have been valid, if that regulation had not been made.

39 All cheques 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 determine provided that all cheques shall be signed by not less than two authorised signatories.

40 The Board shall cause minutes to be made:

- a) of all appointments of officers made by the Board;
- b) of the names of the Board members present at each Committee Meeting; and
- c) of all resolutions and proceedings at all meetings of the Company, and of the Board.

Disqualification of Board Members

41 The office of Board member shall be vacated if the member:

- a) ceases to be a Board member by virtue of any provision in the Act or is disqualified from acting as a Board member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- c) resigns his office by written notice to the Company;
- d) is absent without the permission of the Board members from three consecutive meetings and the Board members resolve that his office be vacated.

42 A Board member 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.

Election of Board Members

43 At the first Annual General meeting of the Company all the Board members shall retire from office. Subsequently election to the Board shall be for term of three years. One third of the membership who are subject to retirement by rotation shall retire annually. If their number is not three or a multiple of three, the number nearest to one third shall retire; but if there is only one member who is subject to retirement by rotation, the representative shall retire.

44 Subject to the provisions of the Act, the members to retire by rotation shall be those who have been in office longest since their election, but as between persons who became or were elected on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

45 A retiring Board member shall be eligible for re-election for a further full term but thereafter may not seek re-election for at least two years.

46 The Company at the meeting at which a Board member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee 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 to the meeting and lost.

47 Only Board members retiring at the meeting shall be eligible for election to the Board at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member body qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such a representative for election, and also notice in writing signed by that representative of willingness to be elected. The notice shall give the particulars of that representative which would, if the representative was so elected, be required to be included in the register of committee members.

48 Subject to Article 33 the Company may from time to time by ordinary resolution increase or reduce the number of Board members.

49 The Board shall have power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles.

50 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this Article.

51 No representative may be appointed as a Board member:

- (a) unless the representative has attained the age of 18 years;
- (b) in circumstances such that, had the representative already been a Board member, such representative would have been disqualified from acting under the provisions of Article 40.

Proceedings of the Board

52 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. *In the case of an equality of votes the Chair shall have a second or casting vote.* A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

53 The Board shall meet at least four times a year.

54 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and for the time being shall be seven full members of the Board-.

55 The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

56 The Board may elect a Chair of their meetings and determine the period for which he is to hold office; but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Board members present may choose one of their number to chair the meeting.

57 The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.

58 The Board shall appoint a Chair of each sub-committee; if no such Chair is appointed, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

59 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

60 All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.

61 A resolution in writing, signed by all the Board members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held and may consist of several documents in like form each signed by one Committee member or more.

Secretary

62 Subject to Section 283 of the Act, the secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it: PROVIDED ALWAYS that no Board member may occupy the salaried position of secretary.

63 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person acting both as Board member and as, or in place of, the secretary.

The Seal

64 The Board shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by the secretary or by a second Board member or by some other person appointed by the Board for the purpose.

Accounts

65 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

66 The Board members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

67 The Board members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

Notices

68 Any notice to be given to or by any body pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

69 The Company may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

70 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 giving of notices to them;
- b) the auditor for the time being of the Company; and
- c) each Board member.

No other person shall be entitled to receive notices of General Meetings.

71 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

72 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

73 Subject to the provisions of the Act every Board member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Dissolution

74 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Rule or Bye Laws

75 (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

- i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
- iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- iv) The procedure at General Meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these Articles.
- v) And, generally, all such matters as are commonly the subject matter of Company rules.

76 (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they

shall be in force, shall be binding on all members of the Company. PROVIDED, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.