

COMPANY NUMBER 03509690
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
THE FOOD & DRINK FORUM LIMITED
(the "Company")

Circulation Date: 4TH NOVEMBER 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**").

Special Resolution

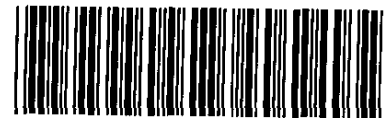
1. **THAT** the draft memorandum of association and articles of association attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association.

Dated 4TH November 2019



Director

TUESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

A Company Limited by Guarantee and Having No Share Capital

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE FOOD AND DRINK FORUM LIMITED

Incorporated 13th February 1998

No 3509690

THE COMPANIES ACT 2006

A Company Limited by Guarantee and Not Having A Share Capital

MEMORANDUM OF ASSOCIATION of THE FOOD AND DRINK FORUM LIMITED

1. The name of the company (hereinafter called 'the Association') is The Food and Drink Forum Limited
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are:
 - (a) To strengthen and develop the food and drink industry in the UK.
 - (b) To provide an open forum for food and drink businesses whereby areas of common interest can identified, discussed, recorded and acted upon by co-ordinated action and representation.
 - (c) To retain and maintain a list of all Members of the Association and, where applicable provide a directory containing detailed information on all Members, where consent is given. To circulate to all Members of the Association, information, data and statistics relevant to the objects of the Association.
 - (d) To establish a close working relationship with local and regional authorities and other organisations on all matters which affect Members of the Association.
 - (e) To provide an integrated approach to selling both in the UK and abroad.
 - (f) To provide assistance to small and medium enterprises in the design and technical areas of their food and drink businesses.
 - (g) To promote just and honourable practice in the conduct of the business of the Members of the Association and to encourage them to collaborate and give assistance to each other for their mutual benefit.
 - (h) To establish and maintain good relations between the Members of the Association and the public generally and to advertise and promote the Association.
 - (i) To seek to achieve higher degree of training of all the people who are in the food and drink industry and to facilitate closer links with education and training establishments.
 - (j) To establish, subsidise, promote, amalgamate, co-operate or affiliate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for control, manage, superintend and afford monetary assistance to or assist in any other manner any body, associations and institutions, whether corporate or non-corporate with objects altogether or in part similar to those of the Association.

- (k) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, provided that it shall not be lawful of the Association to impose on its Members or to support with its funds or otherwise or to attempt to procure the observance by its Members or otherwise of any regulation, restriction or condition which an object of the Association would make it a Trade Union.

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

- (a) 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.
- (b) To sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (c) To undertake and execute any trusts or charitable trusts which may lawfully be undertaken by the Association.
- (d) To borrow or raise money on such terms and on such security as may be thought fit.
- (e) To invest the moneys of the Association not immediately required for its purpose 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.
- (f) 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.
- (g) 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 regulation of relations between employees and employers or organisations of employees 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 Board 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 the Board 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 Board, 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 there of 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 Director of the Board 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 for any services rendered to the Association;
 - (b) of interest at a rate not exceeding 6 per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Association or Directors of the Board;
 - (c) to any Director of the Board of out-of-pocket expenses; and
 - (d) to a company of which a Member holding not more than one hundredth part of the capital of such company.
5. The liability of Members is limited to £1.
6. Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1 for Members) 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 ACT 2006

A Company Limited by Guarantee and Not Having A Share Capital

ARTICLES OF ASSOCIATION

of

THE FOOD AND DRINK FORUM LIMITED

GENERAL

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

WORDS

MEANINGS

Act	The Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force
Articles	These Articles of Association and the regulations of the Association from time to time in force
Association	The above-named Company
Associate	An individual or organisation invited in accordance with article 43
Board	The board of Directors of the Association
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
Director	a director of the Association
Free Networker	An individual or organisation who applies for affiliation to the Association
Member	An individual or organisation who is a member of the Association
Month	Calendar month
Office	The registered office of the Association

Ordinary Resolution	As given in section 282 of the Act
Person	An individual or a corporate or non-corporate body including a partnership
Special Resolution	As given in section 283 of the Act
United Kingdom (UK)	Great Britain and Northern Ireland
Writing	Written, printed or lithographed, fax or email, or partly one and partly another, and other modes of representing or producing words in a visible form
Year	A year from 1 st January to 31 st December inclusive

- 1.1. Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.
- 1.2. Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.
- 1.3. The expression 'Secretary' shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the above duties of the secretary.
- 1.4. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
- 1.5. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the Articles shall be Members of the Association.
3. No person shall be admitted as a Member or a Free Networker of the Association unless:
 - 3.1. He has completed an application form required by the Board together with the entrance fees and subscription fees specified by the Board; and
 - 3.2. The Board (or such committee elected by the Board) have approved and accepted his application.
4. Any company registered under the Act, partnership or unincorporated body or sole trader shall be eligible for admission to membership of the Association provided that in each case they hold premises within the UK and are engaged in

food and drink manufacturing, processing or associated activities such as packaging or transport. Associate positions will be considered from individuals or organisations supporting or interested in the food and drink industry.

5. The Association shall have absolute discretion to determine from time to time the minimum membership qualifications and may require additional evidence to be presented to the Board prior to the Board's decision. If any question shall arise as to the eligibility of any applicant for membership the decision of the Board shall be conclusive.
6. If an application is rejected by the Board, any monies paid as part of the application shall be returned in full to the applicant.
7. Each Member shall pay to the Association such subscription fees in each year at such rates as the Board may from time to time determine (having regard to the financial requirements of the Association) and each subscription shall be payable within twenty-one days of receipt of notice of the amount thereof.
8. An unincorporated body (including a partnership) elected to membership shall nominate in writing an individual whose name shall be entered on the register of Members as representing the unincorporated body which may likewise from time to time remove such nominee and nominate another person in his place. The nominee shall exercise all the rights of membership of the unincorporated body which he represents. The unincorporated body may also from time to time in like manner nominate another individual to act as alternate to its nominee in the absence of such nominee.
9. The Board may refuse to accept any such nomination and shall not be required to give any reason.
10. A corporate Member (being a company) shall, in writing, appoint an individual to represent the corporate Member and may revoke such appointment at any time provided the corporate Member notify the Association in writing. Such Member may also appoint any other individual to act as alternate to its representative so appointed in the absence of such representative and notify the Association in writing of such individual. Any such representative (or his alternate) shall be entitled to exercise the same powers on behalf of the Member as the Member could exercise if it were an individual Member of the Association.
11. A Member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.
12. Upon ceasing to be a Member of the Association, the Member shall be removed from the Register of Members accordingly, but such cessation of membership shall not release the Member from liability for any moneys due from it to the Association in its character as a Member thereof at the date of such cessation of membership.

GENERAL MEETINGS

13. Unless the Members have elected by Special Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such a time and place as may be determined by the Board, and shall specify the meeting as such in the

notices calling it provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. Subject to Article 17, Annual General Meetings and General Meetings convened to pass Ordinary Resolutions and Special Resolutions require twenty-one clear days' notice in writing and Extraordinary General Meetings require fourteen clear days' notice in writing to such persons (including the auditors) as are entitled to receive notice under these Articles or the Act. Such notice shall include the location, time and date of the meeting or resolution.
16. In the case of special business, such a notice shall also include a description of the general nature of that business.
17. Extraordinary General Meetings may be convened at any notice period as the Members see fit provided such period is consented to by all Members who have the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act.
18. 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

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
20. 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 three Members personally present shall be a quorum.
21. If within half an hour from the time appointed for the holding of 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 Members may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
22. A chairman (if any) 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 a Member, or if no such Member be present, or if all Members present decline to take the chair, they shall choose a Member who shall be present to preside.

23. 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 adjourned meeting shall be given in the same manner as of an original meeting. Save as foresaid, the Members shall not be entitled to 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 demanded either, in advance of the General Meeting where it is to be put to the vote; or at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
25. A poll may be demanded by: the chairman; at least two Members present in person having the right to vote on the resolution; or, a Member or Members present representing not less than one-tenth of the total voting rights of all the Members having the right to vote on the resolution, 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 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.
26. The demand for a poll may be withdrawn if: the poll has not yet been taken, and the chairman consents to the withdrawal.
27. Subject to the provisions of Article 28, 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. A vote by poll shall be carried out by secret ballot.
28. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
29. 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 casting vote.
30. 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 poll has been demanded.

VOTES OF MEMBERS

31. Subject as hereinafter provided, every Member shall have one vote. A Member shall not be entitled to appoint a proxy.
32. 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.

33. No Member who is three months or more in arrears in payment of any entrance fee, or subscription shall be entitled to receive notice of or attend or vote at any General Meeting of the Association or to enjoy, receive or participate in any other right, privilege or advantage as a Member of the Association unless and until it shall have paid to the Association the whole amount so in arrears.
34. 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.
35. Free Networkers and Associates shall have the right to receive notices of and to attend General Meetings of the Association as if they were Members only if invited by the Board but, if invited, shall not be entitled to any vote. Save as aforesaid Associates or Free Networkers shall not be entitled to any of the rights or privileges of Members.

MANAGEMENT OF THE BOARD

36. Until otherwise determined by a General Meeting, the number of Directors shall not be less than four.
37. The first directors of the Association shall be as named in the statement delivered to the Registrar of Companies pursuant to section 9 of the Act.
38. The Board may from time to time and at any time appoint a Member and/or Associate as a Director, either to fill a casual vacancy or by way of addition to the Board.
39. No person who is not a Member of the Association shall be eligible to hold office as a Director (unless otherwise determined by the Board who hold the absolute discretion to appoint directors).

POWERS OF THE BOARD

40. The business of the Association shall be managed by the Board 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 regulation 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 Board which would have been valid if such regulation had not been made.
41. The Directors for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in numbers to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board 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.

42. The Board may pay to any Director thereof or any other person out of the funds of the Association any reasonable expenses which such Director or other persons on the authority or with the sanction of the Board but not otherwise may incur in or about the ordinary business of the Association or in performing special services on its behalf.
43. The Board shall make such arrangements for the conduct of the executive, secretarial and other administrative acts and work of the Association as it shall from time to time consider desirable and shall appoint such officers as it may think fit to act under the direction of the Board to whom the Board may from time to time delegate any of its powers.
44. The Board shall have power to elect Associates who are in its opinion eligible for that position and from time to time determine the amount of the entrance fee (if any) and annual subscription (if any) payable by Associates.

PROCEEDINGS OF THE BOARD

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes of those eligible Directors. References in this Article 45 to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Director's meeting. In case of an equality of votes the chairman shall have a second or casting vote.
46. A Director may, and on the request of a Director, the Secretary may, at any time summon a meeting of the Board by notice served upon each Director indicating the proposed date, time, location or if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
47. The Board shall from time to time elect a chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such chairman be elected, or if at any meeting the chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.
48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Association for the time being vested in the Association generally.
49. The Board may delegate any of their powers to committees consisting of such Members or Directors of the Board 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 Board, 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board, save that the first chairman of any such sub-Committee shall be appointed by the Board and the first vice chairman of the sub-Committee shall be appointed by the sub-Committee concerned and any such chairman and vice chairman shall hold office

for one year but shall on retiring be eligible for re-election. The Board may revoke any delegation in whole or part, or alter its terms and conditions.

50. Committees to which the Board delegates any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Board. The Board may make rules of procedures for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
51. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Director.
52. The Board shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, 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 records 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.
53. A resolution in writing signed by all Directors or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
54. If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes unless the Association dis-applies this Article 54 by ordinary resolution; or the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest. An interested or conflicted Director may retain for his own benefit any advantages accruing to him.

DISQUALIFICATION OF DIRECTORS OF THE BOARD

55. The office of a Director of the Board shall be vacated:-

- 55.1. If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 55.2. If he becomes of unsound mind;
- 55.3. If he ceases to be a Member or Associate of the Association;
- 55.4. If by notice in writing to the Association he resigns his office; or
- 55.5. 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.
- 56. The Association may by Special Resolution remove any Director and in such event the vacancy thereby caused may be filled in accordance with these Articles.
- 57. The first Directors shall be appointed in writing by the subscribers to the Association's Memorandum of Association.

SECRETARY

- 58. Subject to the provisions of the Act the Secretary shall be appointed by the Board 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 Part 12 of the Act shall apply and be observed. The Board 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

- 59. If the Association has a seal it shall only be used with the authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by any two Directors.
- 60. The Association may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

ACCOUNTS

- 61. The Board shall cause accounting records to be kept in accordance with requirements of the Act.
- 62. 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 Board shall think fit, and shall always be open to the inspection of the officers of the Association.
- 63. The Board 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 Board or by the Association in General Meeting.

64. At the Annual General Meeting in every year the Board shall in accordance with provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 434 and section 435 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

65. 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.
66. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

67. A notice may be served by the Association upon any Member, either personally, by email or by sending it through the post in a prepaid letter, addressed to such Member at his registered address or email address as appearing in the Register of Members.
68. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid 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.
69. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same, is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.
70. Any notice, if served by email, shall be deemed to have been served at the time of transmission, or, if this time falls outside business hours in the place of receipt,

when business hours resume. In this Article 70, business hours means 9:00am to 5:00pm Monday to Friday on a day that is not a public holiday in the place of receipt.

DISSOLUTION

71. If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Association under virtue of clause 4 within the Memorandum of Association, such institution or institutions to be determined by the Members 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.

INDEMNITY

72. Subject to the provisions of the Act, every Director, auditor, secretary and other officer of the Association shall be indemnified out of the funds and assets of the Association against all actions, costs, charges, expenses and liabilities which he may incur or sustain by reason of any act done, concurred in or omitted in the execution of his duties or supposed duties as an officer of the Association, except such as shall happen by or through his own wilful act or default which would be prohibited or rendered void by the Act.