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THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE OXFORD UNIVERSITY SOCIETY

1. NAME

The name of the company ("the society") is the OXFORD UNIVERSITY SOCIETY.

2. REGISTERED OFFICE

The registered office of the Society will be in England and Wales.

3. OBJECTS

The Society's objects are the advancement of the charitable purposes and interests of the University of Oxford by any methods of a charitable character including (without prejudice to the generality of the foregoing object):

- (1) Bringing together members past and present of the University;
- (2) Assisting needy members of the University, whether undergraduates or graduates, or assisting prospective members of the University in need of financial aid to enable them to take their place at the University;
- (3) Assisting those who are concerned with the preservation and enhancement of the beauties and amenities of the said University (including the colleges, halls, and similar bodies therein) and their buildings and monuments, and any objects of artistic or historic interest belonging or appertaining thereto or situate therein, and procuring or assisting in procuring the acquisition by or for the said University or any such college, hall, or other body as aforesaid of any property or amenity which may be considered both to enhance any such beauties or amenities aforesaid and to be of general interest to members of the University.

4. POWERS

To promote its objects but not for any other purpose the Society may:

- 4.1 disseminate information about and foster interest in the University;



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- 4.2 keep members of the Society informed of events in the University and of any questions which concern its welfare;
- 4.3 establish and support a worldwide network of branches for members of the Society;
- 4.4 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.5 subject to any consent required by law, sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 4.6 subject to any consent required by law, borrow and raise money on such terms and security as the Society may think suitable;
- 4.7 invite and receive contributions from any person(s) provided that the Society shall not undertake any permanent trading activities in raising funds;
- 4.8 carry on trade in the course of carrying out its objects;
- 4.9 carry on temporary trade ancillary to carrying out its objects;
- 4.10 incorporate wholly owned subsidiary companies to carry on any trade; 4.11 employ and pay employees and professional or other advisors;
- 4.12 grant pensions and retirement benefits to employees of the Society and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Society and their dependants;
- 4.13 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or non-corporate with objects similar to the Society's objects and subscribe, lend or guarantee money to such charitable institutions;

5. NON-PROFIT

The income and property of the Society shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members or Trustees of the Society except for payment in good faith of

- 5.1 reasonable and proper remuneration to any employee (not being a Trustee) for any services given to the Society and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or, employee of the Society;
- 5.2 interest on money lent to the Society at a reasonable and proper rate per annum;
- 5.3 reasonable and proper rent for premises let to the Society;

- 5.4 fees or other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
- 5.5 of reasonable and proper premiums in respect of Indemnity Insurance effected to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and
- 5.6 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Society or of the Trustees benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.

6. LIMITED LIABILITY

The liability of the members is limited.

7. GUARANTEE

Every member of the Society undertakes to contribute such amount as may be required, not exceeding £1, to the Society's assets if it should be

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INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:

Term	Meaning
(1) "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
(2) "Articles"	These Articles of Association of the Society
(3) "clear days"	in relation to the period of a notice, 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
(4) "Society"	THE OXFORD UNIVERSITY SOCIETY
1.5 "Trustees"	the governing body of the Society who shall fulfil the purposes of and be the equivalent of the Directors for the purposes of the Act
1.6 "Council"	the Council of the Society appointed in accordance with Articles 36 to 38
1.7 "Memorandum"	the Memorandum of Association of the Society
1.8 "Office"	the registered office of the Society
1.9 "Secretary"	the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy Secretary.
1 10 "University"	the University of Oxford

2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Society.

MEMBERSHIP

3. The sole member of the Society will be the University of Oxford.

GENERAL MEETINGS

Annual General Meeting

4. The Society shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

5. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least fifty members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

6. Unless Article 14 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
7. A general meeting may be called by shorter notice if it is so agreed:
 - 7.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - 7.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

8. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

9. Notice of general meetings shall be given to every member and to the Trustees and any patron, president or vice president and to the auditors of the Society.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum.
11. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
12. The Chairman, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he or she shall be chair man.
13. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
14. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 15.1 by the chairman; or
 - 15.2 by at least twenty members having the right to vote at the meeting.
16. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the

poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
20. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
22. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
23. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the last member signs.

Votes of members

24. Every member present in person shall have one vote.
25. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
26. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
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 chair whose decision shall be final and binding.

THE COUNCIL

28. There shall be a Council of the Society which shall have power to discuss the work of the Society and to make recommendations to the Trustees.
29. The Council shall consist of the Honorary Officers of the Society, the Vice-Presidents and not more than forty other members of the Society appointed at an Annual General Meeting to hold office for a term of three years expiring at the close of the third successive Annual General Meeting following appointment.
30. The appointment of members of the Council at an Annual General Meeting shall follow the procedure for appointing Trustees in Articles 47 to 50.
31. Unless he or she is unwilling to do so the President shall preside at every meeting of the Council or if the President is unwilling to preside or is not present within five minutes after the time appointed for the meeting the Vice-Presidents present may appoint one of their number to preside.
32. The meetings and proceedings of the Council shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and not superseded by any regulations made by the Trustees.

BOARD OF TRUSTEES

Board membership

- 33.1 The Board of Trustees shall consist of
 - 33.1.1 the Chairman;
 - 33.1.2 the Honorary Treasurer;
 - 33.1.3 up to six Nominated Trustees;
 - 33.1.4 up to twelve Elected Trustees of whom not more than two shall be resident in Oxford.
- 33.2 The first Trustees 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 Trustees shall be appointed as provided subsequently in these articles.

Chairman

- 34.1 The Chairman of the Trustees shall be appointed by the President with the advice of members of the Council and shall hold office for such period not normally exceeding nine years and not extending beyond his or her own tenure of the Presidency as the President shall determine.
- 34.2 The President may terminate the period of office of the Chairman with the advice of members of the Council.

Honorary Treasurer

- 35.1 The Honorary Treasurer shall be appointed at the Annual General Meeting of the Society for a period of three years expiring at the close of the third successive annual general meeting following his or her appointment.
- 35.2 An Honorary Treasurer who retires at an annual general meeting may, if willing to act, be reappointed provided that he or she shall not serve as Honorary Treasurer for more than nine years in total.
- 35.3 The appointment of the Honorary Treasurer shall be governed by Articles 47 to 50.

Nominated Trustees

- 36.1 The University of Oxford may appoint up to six Trustees who may be but need not be resident in Oxford.
- 36.2 At the first Annual General Meeting, and at subsequent Annual General Meeting, one third of the Nominated Trustees or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. If there is only one Nominated Trustee, he or she shall retire.
- 36.3 The Nominated Trustees to retire shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be decided by lot.
- 36.4 A Nominated Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed by the University of Oxford. If he or she is not reappointed, he or she shall retain office until the end of the meeting.

Appointment and Retirement of Elected Trustees

37. At the first annual general meeting, and every subsequent annual general meeting one-third of the Elected Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. If there is only one Elected Trustee who is subject to retirement by rotation, he or she shall retire.
38. Subject to the provisions of the Act, the Elected Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Elected Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
39. If the Society at the meeting at which an Elected Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
40. No person other than an Elected Trustee retiring by rotation shall be appointed or reappointed as an Elected Trustee at any general meeting unless:-
- 41.1 he or she is recommended by the Trustees or Council of the Society; or

- 41.2 at least than fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by ten members qualified to vote at the meeting has been given to the Society of their intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Society's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
42. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Elected Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as an Elected Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him or her at the meeting for appointment or reappointment as an Elected Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Society's register of Trustees.
43. Subject to the above Articles, the Society may by ordinary resolution appoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Elected Trustee and may also decide the rotation in which any such additional Trustees are to retire.
44. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
45. Subject to the above Articles, an Elected Trustee who retires at an annual general meeting may, if willing to act, be reappointed. if he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
46. No person may be appointed as a Trustee:
- 46.1 unless he or she has attained the age of 18 years; or
- 46.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 53

Disqualification and removal of Trustees

47. The office of a Trustee shall be vacated if:
- 47.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or

- 47.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 47.3 he or she is, or may be, suffering from mental disorder and either:
 - 47.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - 47.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 47.4 he or she resigns his or her office by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).
- 47.5 he or she ceases to be a member of the Society.

Powers of Trustees

- 48. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 49. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

Regulations

- 50. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Society and its affairs, as to the duties of any officers or employees of the Society, as to the conduct of business by the Trustees the Council or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of Trustees' powers

- 51. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 51.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and

- 51.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
- 51.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
- 51.4 all delegations under this Article shall be revocable at any time; and 57.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
52. For the avoidance of doubt, the Trustees may (in accordance with Article 47) delegate financial matters to any committee provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget which has been approved by the Trustees.
53. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Expenses of Trustees

54. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Society or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF THE TRUSTEES

55. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
56. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
57. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting three.
58. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be five.

59. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Society but for no other purpose.
60. Unless he or she is unwilling to do so, the Chairman shall preside at every meeting of Trustees at which he or she is present. If there is no Chairman, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
61. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
62. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
63. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

GENERAL

Secretary

64. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

65. The Trustees shall cause minutes to be made in books kept for the purpose:
- 65.1 of all appointments of officers made by the Trustees; and
- 65.2 of all proceedings at meetings of the Society and of the Trustees, and of committees of Trustees and of the Council, including the names of the those present at each such meeting; and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Society or member of the Council, be sufficient evidence of the proceedings.

Accounts and Reports

66. The Society may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Society may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
- 67.1 The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 67.2 annual reports;
- 67.3 annual returns;
- 67.4 annual statements of account.

Notices

68. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
69. The Society may give any notice to a member either personally or by publishing the same in any journal of the Society distributed to the members or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by facsimile or electronic means or such other suitable means as the Trustees may prescribe. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Society.
70. A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
71. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

72. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees' Indemnity Insurance

73. The Trustees shall have power to resolve pursuant to clause 5.5 of the Memorandum to effect directors' indemnity insurance, despite their interest in such policy.

Winding-up

74. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding--up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles.