



THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
CONNEXIONS STAFFORDSHIRE LIMITED
04335170

PRELIMINARY

1. The Regulations in Table C in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) Amendment Regulation 1985) shall not apply to the Company.

INTERPRETATION

2. In these Articles:-

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989

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

"the Company" means Connexions Staffordshire Limited.

"the Seal" means the Common Seal of the Company.

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

"the Directors" means the Board of Directors of the Company.

"Director" means a member of the Board of Directors of the Company or a Director as referred to in the Act. The Directors are charity trustees as defined by section 97 of the Charities Act 1993.

"the Office" means the Registered Office of the Company.

"the Auditors" means the auditors for the time being of the Company.

"these Articles" means these Articles of Association as amended from time to time

"connected" shall have the meaning attributed thereto by section 839 Income and Corporation Taxes Act 1988

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.

Words importing the singular number only shall include the plural number and vice versa and words denoting one gender shall include the others. Words denoting persons shall include corporations.

References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

MEMBERS AND MEMBERSHIP

3. The Company is established for the purposes expressed in its Memorandum of Association. The membership of the company shall comprise not more than eighteen persons appointed by the Directors under Article 4.
4. The subscribers to the Memorandum of Association and such persons as the Directors shall admit to membership shall be members of the Company. The rights of a member shall not be transferable and shall cease on death or on retirement as a director under Article 46.
5. (A) Every member of the Company other than the subscribers to the Memorandum of Association of the Company shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member.

(B) It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.
6. The Secretary shall keep an accurate Register of Members of the Company.
7. Any member may withdraw from the Company by giving one month's notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.
8. The sole right of admission to membership shall be vested in the Directors who may without showing cause refuse to admit any person as a member of the Company but nothing herein contained shall entitle the Directors to discriminate in any way between applicants by reason of race, colour, creed or sex.
9. The Directors may also without showing cause by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a meeting the Directors of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence being a meeting convened solely or inter alia for the purpose of considering such resolution refuse to allow any person to continue as a member of the Company and if such resolution shall be so passed then such person shall cease to be a member and his name shall be removed from the Register of Members; provided that such member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

GENERAL MEETINGS

10. The Company shall in 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 lapse 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 after 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 Directors shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition in accordance with the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty one days' notice in writing, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the 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 these Articles 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 a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat;
 - (B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than eighty per cent of the total voting rights of all members.
14. 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.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and the report of the Directors and Auditors and other documents required to be attached or annexed to the accounts, the re-appointment of the Auditors (unless they were last appointed otherwise than by the Company in General Meeting), and the fixing of the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided six members, or one-third of the membership of the Company if greater, present in person or by proxy shall be a quorum.

17. If within half an hour from the time appointed for the meeting (or such longer interval as the chairman of the meeting may think fit to allow) 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 to such other day and at such other time and place as the Directors may determine save that not less than 7 (seven) days notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. 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.
18. The chairman, if any, of the Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
19. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be chairman of the meeting.
20. The chairman of any General Meeting at which a quorum is present may:
 - (A) with the consent of the meeting (and shall if so directed by the meeting) or
 - (B) if he considers it impractical to hold the meeting or continue it adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty days or more or sine die, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
21. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution proposed as a Special or Extraordinary Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.
22. 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 chairman of the meeting; or
 - (B) by at least three members present in person or by proxy; or
 - (C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book shall be conclusive evidence of that 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.

23. Except as provided in Article 25, if a poll is demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
25. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time (not being more than 30 (thirty) days from the date of the meeting) as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
26. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.
27. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in general meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Directors may think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

28. On a show of hands, every member present in person shall have one vote. On a poll, every member present in person or by proxy shall have one vote.
29. 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 shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
30. An instrument appointing a proxy shall
 - (A) in the case of an individual be signed by the appointor or his attorney, and
 - (B) in the case of a corporation be given either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporationA proxy need not be a member of the Company
31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 18 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument shall, unless the contrary is stated

thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Provided that an instrument of proxy for more than one meeting (including any adjournment thereof) having once been delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

32. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form of which the Directors may approve. The signature on such instrument need not be witnessed.
33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to speak at the meeting.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

CORPORATIONS ACTING BY REPRESENTATIVES

35. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat. In the absence of any person formally so authorised a Director of such corporation or the secretary thereof shall be deemed an authorised representative.

THE OFFICE OF CHIEF EXECUTIVE OF THE COMPANY

36. The Directors from time to time may appoint a Chief Executive of the Company for such period and on such terms as they think fit and may pay the Chief Executive such reasonable remuneration as the Directors shall think fit and make such reasonable provision for and grant such pension to the Chief Executive after his retirement as the Directors shall also think fit. The Directors shall also have power to provide for the powers, rights and duties of the Chief Executive. The Chief Executive (save as provided below) shall be entitled to receive notice of and to attend and speak at General Meetings and at meetings of the Directors, but he shall not by virtue only of having been admitted to the office of Chief Executive be a member or Director of the Company.

DIRECTORS

37. The number of Directors shall be not less than 5 (five) nor more than such higher figure as the Directors may from time to time determine.
38. The Directors may repay to any Director all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee or sub-committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

39. Any provision of the Acts which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment as a Director, liable to vacate office as a Director on account of having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

BORROWING POWERS

40. The Directors 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 third party.

POWERS AND DUTIES OF DIRECTORS

41. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

DISQUALIFICATION OF DIRECTORS

42. The office of Director shall be vacated if the Director:-
- (A) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
 - (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C) becomes prohibited from being a Director by reason of any order made under the Acts; or
 - (D) becomes of unsound mind; or
 - (E) resigns his office by notice in writing to the Company; or
 - (F) ceases to be a Director by virtue of any provision of the Acts; or
 - (G) shall for more than twelve consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

43. Save for the provisions of Article 45, all directors of the Company are to be appointed only by either of Staffordshire County Council and Stoke-on-Trent City Council in equal proportion so that

the board of directors of the Company has, at any one time, an equal number of directors appointed by each of the two local authorities.

44. Staffordshire County Council and Stoke-on-Trent City Council may also remove the directors of the Company but each of Staffordshire County Council and Stoke-on-Trent City Council may only remove directors whom that particular local authority has itself appointed and may not remove any director appointed by the other local authority.
45. In the event of a director being removed by either of Staffordshire County Council and Stoke-on-Trent City Council, or a director being dismissed, resigning or for any other reason being unable to hold office as a director of the Company, the remaining directors of the Company may, if they deem it necessary and in the best interest of the Company, appoint a director to fill the casual vacancy until such time as either of Staffordshire County Council and Stoke-on-Trent City Council appoint an alternative director.
46. Upon the appointment of such an alternative director by either of Staffordshire County Council and Stoke-on-Trent City Council, the director appointed by the board of directors to fill the casual vacancy pursuant to Article 45 may be removed by either of Staffordshire County Council and Stoke-on-Trent City Council or, alternatively, his appointment may be ratified and approved by either of Staffordshire County Council and Stoke-on-Trent City Council at which time he or she is to be considered to have been duly appointed by either of Staffordshire County Council and Stoke-on-Trent City Council for the purposes of Articles 43 and 44.

DIRECTORS' INTERESTS

47. Subject to the provisions of the Acts and the Company's Memorandum of Association, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-
 - (A) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested or a professional adviser to the Company;
 - (B) may be a Director or other officer of, or employed by or a professional adviser to, or a party to any transaction or arrangement with, or otherwise in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (C) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
48. For the purposes of Article 47;
 - (A) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (B) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

49. The Directors shall meet together for the despatch of business at least three times in each year but may otherwise meet, adjourn and regulate their meetings as they may think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Any Director may waive notice of any meeting and any such waiver may be retroactive. Any Director or member of a committee of the Board of Directors may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
50. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be such number as most nearly equals (but is not less than) one third of the total number of Directors from time to time.
51. The continuing Directors 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 these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of the Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.
52. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
53. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to a Managing Director or Chief Executive of the Company such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with to the exclusion of their own powers and any such delegation may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more Directors shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying. All acts are proceedings of each committee should be reported back to the Directors as soon as possible.
54. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (A) of all appointments of officers made by the Directors;
 - (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (C) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of the Directors.
55. All acts bona fide done by any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director or as a member of a committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a committee.

56. A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

57. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
58. The Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
59. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
60. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

61. Subject to the provisions of the Acts the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Secretary shall be an individual and not a body corporate. The Directors may from time to time by resolution appoint an assistant or deputy Secretary who shall be an individual and not a body corporate, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.
62. A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

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

ACCOUNTS

64. The Directors shall cause proper accounting records to be kept in accordance with the Acts.

65. The accounting records shall be kept at the Office or subject to the provisions of the Acts at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
66. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts or the books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting or ordered by a court of competent jurisdiction.
67. A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

Annual Report and Return and Register of Charities

68. (A) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (1) the transmission of the statements of account to the Charity;
 - (2) the preparation of an annual report and its transmission to the Commission;
 - (3) the preparation of an annual return and its transmission to the Commission;
- (B) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
69. Any notice to be given to or by any person pursuant to the articles:
- (A) must be in writing; or
 - (B) must be given using electronic communications.
70. (A) The Charity may give any notice to a member either:
- (1) personally; or
 - (2) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (3) by leaving it at the address of the member; or
 - (4) by giving it using electronic communications to the member's address.

(B) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

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

72. (A) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(B) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(C) A notice shall be deemed to be given:

(1) 48 hours after the envelope containing it was posted; or

(2) in the case of an electronic communication, 48 hours after it was sent.

NOTICES

73. A notice may be given by the Company to any member either personally or by sending it by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted.

74. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member and to the Auditors for the time being of the Company.

75. If a member has no registered address for the giving of notice to him, or if it becomes apparent that he is not resident at his registered address, he shall not be entitled to receive any notice from the Company.

Rules

76. (A) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(B) The bye laws may regulate the following matters but are not restricted to them:

(1) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members; and the entrance fees, subscriptions and other fees or payments to be made by members;

(2) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(3) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(4) the procedure at general meetings and meetings of the Directors insofar as such procedure is not regulated by the Act or by these Articles;

- (5) generally, all such matters are commonly the subject matter of company rules.
- (C) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (D) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (E) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

INDEMNITY

77. Subject to the provisions of the Acts and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

WINDING UP

78. The provisions of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.