

Number of Company: 739777

THE COMPANIES ACTS 1948 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION

Incorporated the 2nd day of November 1962

**Articles adopted by special resolution passed 31 October 2011 and amended by
special resolution passed 10 September 2018**



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NAME

1. The name of the company (hereinafter called the "**Association**") is "The Cutlery and Allied Trades Research Association".

REGISTERED OFFICE

2. The registered office of the Association will be situate in England.

OBJECTS

3. The objects for which the Association is established are:
 - 3.1 to carry out any activities in scientific, research, technical and engineering based disciplines in connection with the manufacture, specification, testing and supply of any goods or services that the Association may see fit to become involved with.
 - 3.2 to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

INCOME AND PROPERTY

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in article 3 of these articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member, in return for any services actually rendered to the Association, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the

Board or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Board or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association provided that nothing hereinbefore contained shall prevent (a) any payment to any corporate body of which a member of the Board may be a member or shareholder holding less than one-hundredth part of its capital and Members shall not be bound to account for any share of profits they may receive in respect of any such payment or (b) any payment to an employee of the Association in respect of remuneration for services to the Association.

LIABILITY

5. The liability of the Members is limited.

DISSOLUTION

6. Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association 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 amongst themselves, such amount as may be required not exceeding £5.
7. Upon the winding up or dissolution of the Association there remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association.

INTERPRETATION

8. In the construction of these articles the following words and expressions shall have the following meanings respectively unless the context requires otherwise.

The Act: means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

These articles: means the Articles of Association for the time being of the Association.

The Association: means the Cutlery and Allied Trades Research Association.

The Board: means the Board of Directors of the Association as a body or a quorum of the members thereof at a Board meeting.

Directors: means the directors of the Association.

Members: means Ordinary Members, being the members of the Association.

Month: means calendar month.

Notice: includes all written communications to Members.

The Office: means the registered office of the Association.

Secretary: includes any person appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

In Writing and Written: includes any legible document on paper including a fax message or in electronic format.

Words which have a special meaning assigned to them in the Act have, save where otherwise stated, the same meaning in these articles.

Words importing the singular number include the plural, and the converse applies.

Words importing males include all genders.

Words importing persons include corporations (being companies or other bodies corporate having their own legal personality).

The model articles contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Association.

MEMBERS

9. There is no maximum or minimum number of Members.
10. The subscribers hereto shall be the first Ordinary Members, and subject as hereinafter mentioned it shall rest with the Board to determine the terms and conditions on which Members shall from time to time be admitted (including terms as to the level and manner of payment of subscriptions).
11. The membership of the Association shall consist of persons or corporate bodies with the following status:
 - 11.1 Ordinary Members who shall be:
 - 11.1.1 the signatories of the Memorandum of Association; and

11.1.2 those persons or corporations carrying on business in the manufacture of the products of the Cutlery industry or any other trade or industry allied therewith or accessory thereto; and

11.1.3 employees of the Association who have been employees of the Association for at least one year,

who shall be admitted as Members in the manner hereinafter provided.

11.2 Members shall be entitled to vote at General Meetings or vote on written resolutions of the Members.

12. Any director or secretary of a corporation which is a Member which shall have nominated a representative who has been admitted to membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting without any right of voting thereat, but the Members present at any General Meeting may exclude any such persons who are not Members from such General Meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
13. No person or corporation shall be admitted to Membership of the Association unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Board shall require.
14. The Board shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted as Members.
15. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year and also for each and any subsequent year which such Member shall have guaranteed to subscribe on election, and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year and in cases where any undertaking or guarantee has been given for subscriptions or donations for any given number of years the Member shall continue to be liable thereunder. The membership of a Member who is an employee of the Association shall cease when he ceases to be an employee of the Association but remains liable for any unpaid subscription which remains due.
16. Upon the retirement of any Member by notice as stated in article 17 the Member shall not be entitled under any conditions to any repayment of any subscription or any part thereof whether paid for the current year or for a year or years in advance.
17. Any Member may be removed from the Association by a resolution of the Board passed by a majority of at least three-fourths of the Directors present and voting

at a special Board meeting of which not less than 21 days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Directors. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least 14 days before the meeting, and he shall be entitled to be heard by the Board at the meeting. On a Member being removed, the Board shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.

18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming, in the opinion of the Board, physically or mentally incapable of managing his own affairs, or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.

DUTIES OF MEMBERS

19. Every Member shall be bound:
 - 19.1 to pay to the Association such entrance fee (if any) and such annual subscriptions as shall from time to time be fixed by the Board. All payments shall be made at the times, in the manner and subject to the conditions set out in the bye-laws of the Association in force at the date of such payments or otherwise set by the Board;
 - 19.2 to observe the provisions of these articles and all the bye-laws, rules and regulations of the Association for the time being in force;

BOARD OF THE ASSOCIATION

20. The business of the Association shall be managed by a Board.
21. Subject to article 26, the Board shall consist of up to eight Directors all of whom shall (subject to article 22) be appointed by the Members in General Meeting, provided always that the Board shall at all times include at least :
 - 21.1 Up to three Ordinary Members who are senior management employees of the Association, having at least one year's service;
 - 21.2 Up to three Ordinary Members (or representatives of Ordinary Members which are corporations) who are not employees of the Association.

22. The Board may (in addition to up to six elected Directors referred to in article 21) co-opt not more than two Directors to the Board so that the maximum number of directors is eight. These co-opted Directors need not be Members, and need not qualify for membership of the Board by subscription, donation or otherwise. Provided always that the number of such co-opted Directors shall never be more than one half of the whole body of the Board.
23. [BLANK]
24. Notwithstanding the provisions aforesaid a Director shall cease to be a Director in any of the events mentioned in article 26.
25. At each Annual General Meeting any of the elected Directors including any co-opted Director who have served five years shall retire. All elected Members so retiring shall be deemed to be eligible for re-election, but their re-appointment shall require a special resolution of the Members. This article shall also apply to Directors who are co-opted pursuant to article 22. A co-opted director shall not serve more than 9 years in office.
26. The office of a Director shall be vacated:
- 26.1 if he becomes bankrupt or suspends payment or compounds his debts with his creditors;
 - 26.2 if he is, in the opinion of the Board, at any time incapable, whether mentally or physically, of managing his own affairs;
 - 26.3 If by notice in writing to the Board he resigns his office;
 - 26.4 if he be called upon in writing by at least three-fourths of all the other Directors for the time being to resign office;
 - 26.5 if, being an Ordinary Member or a representative of a corporation which is an Ordinary Member, elected pursuant to article 25, he ceases to be an Ordinary Member or such representative as the case may be or if the corporation of which he is the representative ceases to be an Ordinary Member;
 - 26.6 if he becomes prohibited by law from acting as a director of a company.
27. No act or resolution of the Board shall be invalidated by reason of the existence of any vacancy or vacancies among Directors, but if the number of the Directors shall be or be reduced to less than three the continuing Directors may act for the purpose only of filling vacancies in the elected Directors or summoning a General Meeting.
28. The Association may by ordinary resolution of which special notice has been given in accordance with Section 168 of the Act, remove any Director from office

pursuant to Section 168 of the Act before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such Director.

POWERS OF THE BOARD OF THE ASSOCIATION

29. The Board shall have sole control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these articles or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Members in General Meeting, but subject nevertheless to the provisions of the law and of these articles.
30. Without prejudice to the general powers conferred by article 34 and the other powers conferred by these articles, it is hereby expressly declared that the Board shall have the following powers, that is to say:
 - 30.1 to make and impose, vary and repeal bye-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these articles;
 - 30.2 to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit;
 - 30.3 to appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of these articles) to provide for the remuneration of such trustee or trustees;
 - 30.4 to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association;
 - 30.5 to delegate any of their powers (other than their powers under article 22 hereof) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless:
 - 30.5.1 a majority of the members present and entitled to vote are Directors; or

30.5.2 such a resolution is confirmed by the Board;

PROCEEDINGS OF THE BOARD

31. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Board otherwise determine, three Directors shall be a quorum. Provided always that no resolution of any meeting of the Board shall have any effect or validity unless a majority of the members present and entitled to vote are Members.
32. The Board 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 he should not be present at the commencement of any meeting of the Board, the Directors shall select a Chairman from those present for that meeting.
33. The Chairman or any two Directors may at any time, and the Secretary upon the request of the Chairman or any two Directors shall, convene a meeting of the Board; In the case of a meeting convened at the request of three Directors the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Director shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Board shall be decided by a resolution of the majority of Directors present at such meeting.
34. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these articles for the time being vested in or exercisable by the Board. A Director may participate in a meeting of the Board electronically when he may hear and be heard by all other Directors.
35. The meetings and proceedings of any Committee appointed by the Board under article 30.5 shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under article 30.1.
36. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director. shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Board, or such Committee 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 or member of such Committee.
37. A resolution in writing, other than that for the removal of a Member, signed by all the Directors or of all the members 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.

MINUTES

38. The Board shall cause minutes to be duly recorded
 - 38.1 of all appointments of officers;
 - 38.2 of the names of the Directors present at each meeting of the Board, and of any Committee of the Board;
 - 38.3 of all orders made by the Board and Committees of the Board;
 - 38.4 of all resolutions and proceedings and General Meetings and of meetings of the Board and Committees.
39. Any such minutes of any meeting of the Board or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meetings, shall be receivable as prima facie evidence of the matters stated in such minutes.
40. There shall be at all times a Director of Research (howsoever called) or other responsible technical officer who shall be appointed by the Board and entrusted with the general direction and supervision of the work and staff of the Association. The Director of Research shall be one of the members of the board.
41. No Member shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Board.
42. Every officer, or other responsible person employed in the business of the Association shall, before entering upon his duties, sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties or while occupying such office or in the course of such employment as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member, to the extent to which, and as and when he shall be entitled so to do in common with other Members in strict accordance with the rules and regulations made by the Board as provided by these articles.
43. Nothing in articles 41 and 42 shall prevent discussion, disclosure or publication as between Directors and Members or its officers relating to research undertaken or proposed to be undertaken by the Association subject to any rules and regulations which may be from time to time made by the Board with regards thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Director or of the Association or the continued use of any

process already employed in such business though research may subsequently bring such process to the knowledge of the Association.

44. Every employee of the Association engaged on research or other scientific work shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon such research or other scientific work.

SECRETARY

45. The Board may appoint a Secretary, on such terms as it sees fit, and any Secretary so appointed may be removed by the Board.

GENERAL MEETINGS

46. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year, and shall specify the Annual General Meeting as such in notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
47. All General Meetings other than Annual General Meetings and the said first General Meeting shall be called Extraordinary General Meetings.
48. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum at a meeting of the Board, any Director or any two Ordinary Members may convene an Extraordinary General Meetings in the same manner as nearly as possible as that in which General Meetings may be convened by the Board.
49. Any General Meeting may be called by 14 days' notice in writing at the least. 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 General Meeting and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under these articles or the Act, entitled to receive such notices from the Association.

Provided that a General Meeting of the Association 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:

- 49.1 in the case of a General Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - 49.2 in the case of any other General Meeting, by a majority in number of the Members having a right to attend and vote at the General Meeting, being a majority, together representing not less than 90 per cent of the total voting rights at that General Meeting of all the Members.
50. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

51. The business of an Annual General Meeting shall be:
- 51.1 to receive and consider the accounts, the balance sheet and the reports of the Board and the Auditors;
 - 51.2 to elect Directors;
 - 51.3 to appoint an Auditor or Auditors and to authorise the Board to fix his or their remuneration;
52. All Directors shall be entitled to attend General Meetings. Every General Meeting of the Association shall be presided over by the Chairman of the Board, and in his absence the General Meeting shall elect a Chairman from the Directors then present or if none be present from the Ordinary Members.
53. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the General Meeting proceeds to business; save as herein otherwise provided, three Ordinary Members present in person shall be a quorum. For the purposes of these articles a corporate Member present by its representative shall be deemed to be present in person.
54. If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned General Meeting a quorum is not present, those Ordinary Members who are present shall be a quorum and may transact the business for which the General Meeting was called.
55. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall on a show of hands and at a poll have a casting vote in addition to the vote

to which he may be entitled as an Ordinary Member. Subject to article 60 every Ordinary Member shall have one vote and no more and no other Member shall be entitled to vote. If a member is unable to be present and wishes to register a vote he may appoint a proxy, a proxy must be a Member. Proxy forms are available from the Secretary.

56. No Ordinary Member shall be entitled to vote if his subscription is in arrear for the space of two months.

57. 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:

57.1 by the Chairman; or

57.2 by at least three Ordinary Members present in person or by proxy; or

57.3 by any Ordinary Member or Ordinary 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 vote at the General Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recording in favour of or against such resolution.

The demand for a poll may be withdrawn.

58. Except as provided in article 66, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

59. On a poll votes may be given either personally or by proxy.

60. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member.

61. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the General Meeting, not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours

62. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I [], of [] being a Member of the above named Association hereby appoint [] of [] or failing him [] of [] as my proxy to vote for me on my behalf at the (Annual or Extraordinary, or adjourned as the case may be) General Meeting of the Association to be held on [], and at any adjournment thereof.

*Strike out whichever is not desired.

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than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

ACCOUNTS

67. The Board shall in accordance with the requirements of the Act cause proper books of account to be kept with respect to:
- 67.1 all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
 - 67.2 all sales and purchases of goods by the Association;
 - 67.3 all assets and liabilities of the Association.
68. The books of account shall be kept at the office or subject to Section 388 of the Act at such other place or places as the Board think fit, and shall at all times be open to inspection by the Directors.
69. The Board may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to the inspection of the Members.
70. 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 Accountants.
71. Accountants shall be appointed and their duties regulated in accordance with the Act.

NOTICES

72. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address, or at the address (postal or electronic), if any, supplied by him to the Association for the giving of notices to him. 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 in the case of a notice of a General Meeting at the expiration of 24 hours after the letter is put into the post as a pre-paid letter. Where a notice is sent by electronic means, serving of the notice shall be deemed to be effected by properly sending to the electronic address provided by the Member and to have been effected in the case of a notice of General Meeting at the expiration of 24 hours after being sent. The Association may communicate electronically with the Members, in accordance with the Act.
73. Each member should from time to time notify in writing to the Association an address which shall be deemed his registered place of address within the meaning of article 72. If he shall not have named such an address he shall not be entitled to any notices.

74. The signature to any notice to be given by the Association may be written or printed.
75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member except those Members who are disentitled under these articles to receive notices of General Meetings from the Association.
76. Every notice or application to the Board or the Secretary or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him (or sent to the electronic address notified for him by the Association to the Members from time to time) between the hours of 10 a.m. and 4 p.m. of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

CONFLICTS OF INTEREST

77. Whenever a Director has a personal interest in a matter which is to be discussed at a meeting of the Board or a Committee of the Board, he or she must comply with the procedure in article 78.
78. Where this article applies, a Director must:
 - 78.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 78.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 78.3 not be counted in the quorum for that part of the meeting; and
 - 78.4 have no vote on the matter and be absent during the vote if so requested by the other Directors.
79. Directors must avoid conflicts of interest (including conflicts of duties) and wherever a conflict of interest arises in a matter to be discussed at a meeting of the Board or a Committee of the Board, a conflicted Director must comply with the procedure set out in article 78.
80. If a conflict of interest matter is proposed to the Board, the unconflicted Directors may agree to:
 - 80.1 authorise that matter; or
 - 80.2 authorise a conflicted Director to act in their ordinary capacity as a Director and carry out all their duties and powers as a Director in relation to that matter.

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81. Where the unconflicted Directors consider an authorisation to act notwithstanding a conflict of interest, the conflicted Director must comply with the procedure set out in article 78.

INDEMNITY

82. Every Director, Manager, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Board out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act. The Association may purchase insurance against personal liability incurred by any such person for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the person concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.