



THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

for the

COMMUNITY COUNCIL FOR SOMERSET

Incorporated 1 April 1998

Amended 20th September 2011

COMPANY NUMBER: 3541219

REGISTERED CHARITY NUMBER: 1069260

MEMORANDUM OF ASSOCIATION OF THE COMMUNITY COUNCIL FOR SOMERSET

1 The Company's name is **The Community Council for Somerset.**

2 The Charity's registered office is in England.

3 The Charity's objects ("the Objects") are:

To promote any charitable purposes for the benefit of the community in the administrative County of Somerset and in particular the advancement of education, the protection of health and the relief of poverty and distress and physical and mental sickness and disability.

4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

4.1 To promote and organise co-operation in the achievement of the above objects and to that end to bring together representatives of the voluntary organisations and statutory authorities engaged in the furtherance of the above purposes within the area of benefit

4.2 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts in the name of the Charity

4.3 To raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations

4.4 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property

4.5 Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants

4.6 To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects

4.7 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them

4.8 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

4.9 To do all such other lawful things as are necessary for the achievement of the Objects

5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity:

Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 5.1 Of 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 Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion
- 5.2 Of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- 5.3 Of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- 5.4 Of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.5 Of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- 5.6 To any trustee of reasonable out-of-pocket expenses.
- 6 The liability of the members is limited
- 7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

**THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
THE COMMUNITY COUNCIL FOR SOMERSET**

INTERPRETATION

1 In these articles:

The Charity - the company intended to be regulated by these articles

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

The Articles - these Articles of Association of the Charity

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

Executed - includes any mode of execution

The memorandum - the memorandum of association of the Charity

Office - the registered office of the Charity

Ratified –approval of a proposal by means of a vote (election)

The seal - the common seal of the Charity if it has one

Secretary - the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary

The trustees - the directors of the Charity

The President - the person (if any) elected to that office at a General Meeting of the Charity in accordance with the Rules set up **in accordance with Article 64**

The United Kingdom - Great Britain and Northern Ireland

and words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2.1 The Charity shall comprise full membership and such other categories of membership as the Board of Trustees shall in its absolute discretion from time to time determine.

2.2 The subscribers to the Memorandum and Articles of Association and such other persons as the Board of Trustees shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the

Charity in the category of Membership stipulated from time to time by the Board of Trustees and shall be entered into the register of Members of that Category in the register of Members of the Charity. No person shall be a member unless so entered.

- 2.3 The Board of Trustees shall admit to Membership individuals invited from time to time by the Board of Trustees and any Affiliate Organisation and such other organisations as the Board of Trustees in its absolute discretion shall from time to time determine.

In the event of any individual person appointed to Membership resigning or otherwise leaving any Affiliate Organisation which he is deemed to represent shall if the Board of Trustees so determine upon such resignation or leaving cease forthwith to be a Member.

- 2.4 Any person may be admitted to Membership upon receipt to the Company Secretary of the Charity, a signed application in writing in a form approved by the Board of Trustees unless the Board of Trustees shall within 6 weeks of such receipt decide that in their view (which decision shall be final) the admission of the applicant to Membership would be prejudicial to the interests of the Charity.

- 2.5 Each Member shall pay a subscription as a Member of the Charity in each financial year at such time and in such amount as determined from time to time by the Board of Trustees. The Board of Trustees can set different levels of subscription payable by different categories of Members and can, if it so decides, waive the requirement for any subscription to be payable by a Member. Whilst it is desirable for Members of the Board of Trustees to pay the subscription, it is not a requirement.

- 2.6 Each Affiliate Organisation shall be entitled to nominate a representative to attend on its behalf at General Meetings of the Charity and to remove and appoint such person and other persons (provided that there shall only ever be at one time one such representative unless the Board of Trustees otherwise determine).

- 2.7 A Member shall cease to be a member:

- a) if its subscription is more than three months in arrears and the Board of Trustees resolve for any reason that the member shall cease to be a Member.
- b) if the Membership of the Member is, after giving such member/affiliate organisation an opportunity to be heard by the Board of Trustees, determined by the Board of Trustees.

GENERAL MEETINGS

- 3 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The trustees may call general meetings and, on the requisition of members pursuant

to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days notice. All other extraordinary meetings shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed:

5.1 In the case of an annual general meeting, by all the members entitled to attend and vote; and

5.2 In the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6 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 at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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.

9 The President, if any, or in his absence the chairman of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the president nor 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 shall be chairman.

10 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.

11 A trustee shall, notwithstanding that he is not a member, be entitled to attend and

speak at any general meeting.

- 12 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 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.
- 13 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
 - 13.1 By the chairman
 - 13.2 By at least two members having the right to vote at the meeting; or
 - 13.3 By a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14 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 or against the resolution.
- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 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 may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
- 19 No notice need be given of a poll taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid. (See MEMBERS 2.5 re: exceptions)
- 22 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.
Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the offices before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 24 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act at its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

TRUSTEES

- 25.1 The number of trustees shall normally be 9 but not fewer than 6 (unless otherwise determined by ordinary resolution).
- 25.2 The Board of Trustees shall consist of:
- a) a chairman and an honorary treasurer appointed by the Board of Trustees and further appointed trustees as ratified at an Annual General Meeting.
 - b) such other persons as the Board of Trustees co-opt as Members of the Board of Trustees up to a maximum of three such persons who shall be persons having specialist knowledge which the Board of Trustees considers assist in the operation of the Charity.
 - c) the president and any vice presidents of the Charity shall be ex officio Members of the Board of Trustees.

In the event that any vacancy occurs in the elected Membership of the Board of Trustees the Board may fill such vacancy on the condition that such appointee will hold office until the next annual general meeting of the Charity at which point he will resign and make himself available (if he so wishes) for re-election.

MANAGEMENT CONTROL

26. The management and control of the business and affairs of the Charity shall be vested in the Board of Trustees, who may exercise all the powers, authorities and discretions of the Charity except only such as under the Act or the Memorandum of Association of these Articles are expressly directed to be exercised by the Community Council in General Meeting and subject to any directions given by the Charity by a special resolution.

POWERS OF TRUSTEES

- 27 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. 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 the powers exercisable by the trustees.
- 28 In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- 29.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
- 29.2 to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 30 At each annual general meeting one third of the 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.
- 31 Subject to the provisions of the Act, the 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 trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 32 Trustees and any honorary officers appointed will hold office from the date of the annual general meeting at which they are appointed until the conclusion of the third annual general meeting held thereafter and may only hold office for a maximum of two consecutive terms.
- 33 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- 33.1 He is recommended by the trustees, or

- 33.2 Not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 34 No person may be appointed as a trustee:
- 34.1 Unless he has attained the age of 18 years; or
- 34.2 In circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
- 35 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
- 36 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill the vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
37. 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 in the case of an additional trustee 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 shall vacate office at the conclusion thereof.
- 38 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 39 A trustee shall cease to hold office if he:
- 39.1 ceases to be a trustee, by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 39.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 39.3 resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- 39.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
- 39.5 as an honorary officer, should be deemed to have adopted a course of conduct and/or conflict of interest which is considered prejudicial to the Charity as determined by the Board of Trustees.

TRUSTEES' EXPENSES

- 40 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 otherwise in connection with the discharge of their duties, but shall otherwise receive no remuneration.

TRUSTEES' APPOINTMENTS

- 41 Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other un-remunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 42 Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

- 43 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. 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 vote.
- 43 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than 5.
- 44 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 45 If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees may appoint one of their number to chair that meeting.
- 46 The Charity may from time to time set up other committees and determine their terms of reference, powers, duration and Membership. Such committees will appoint their

own chairman and vice chairman and shall meet as often as required and in any event not less than twice a year.

47 Any committee set up and appointed shall report in writing to the Board of Trustees of all its activities, actions taken and recommendations at least twice every year.

48 Unless specifically authorised by the Board of Trustees no other committee shall have the power to expend any of the Charity's funds.

49 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be 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.

50.1 A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees (as the case may be) a committee of trustees duly convened and held provided that:

- a) a copy of the resolution is sent or submitted to all the trustees eligible to vote; and
- b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

50.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

51 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two nominated signatories and in line with the Charity's financial policy.

SECRETARY

52 Subject to the provision of the Act, the company secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any company secretary so appointed may be removed by them.

MINUTES

53 The trustees shall keep minutes in books kept for the purpose of all appointments of officers made by the trustees, and of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

- 54 The seal shall only be used by the authority of the trustees or a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

ACCOUNTS

- 55.1 The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 55.2 The trustees must keep accounting records as required by the Companies Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 56.1 The trustees must comply with their obligations under the Charities Act 1993 with regard to the:
- a) transmission of the statements of account to the Charity;
 - b) preparation of an Annual Report and its transmission to the Commission;
 - c) preparation of an Annual Return and its transmission to the Commission;
- 56.2 The trustees must notify the Commission of any changes to the Charity's entry on the Central Register of Charities.

MEANS OF COMMUNICATION TO BE USED

- 57.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 57.2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- 58 Any notice to be given to or by any person pursuant to the articles:
- a) must be in writing, or
 - b) must be given in electronic form
- 59.1 The Charity may give any notice to a member either:
- a) by sending it by post in a prepaid enveloped addressed to the member at his address; or
 - b) by leaving it at the address of the member; or

- c) by giving it in electronic form to the member's address
- 59.2 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.
- 60 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.
- 61.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 61.2 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 61.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - a) 48 hours after the envelope containing it was posted; or
 - b) in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

- 62.1 The Charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted from the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- 62.2 In this article a "relevant trustee" means any trustee or former trustee of the Charity.
- 63 The Charity may indemnify an auditor against any liability incurred by him or it
 - a) in defending proceedings (whether civil or criminal) in which judgment is given in his or its favour or he or it is acquitted; or
 - b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court.

RULES

- 64 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate:
 - 64.1 The admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- 64.2 The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers.
- 64.3 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;
- 64.4 The procedure of general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Companies Act or articles;
- 64.5 Generally, all such matters as are commonly the subject matter of company rules.

The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

DISSOLUTION

- 65 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

