



FIGHTING GLOBAL POVERTY

## THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE, NOT FOR PROFIT  
AND NOT HAVING A SHARE CAPITAL

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## ARTICLES OF ASSOCIATION OF WAR ON WANT

(as amended by Special Resolutions passed on 19 February 1962, 30 April 1977,  
25 September 1988, 17 September 1989, 24 November 1990, 23 March 1991,  
16 June 2007, 27 February 2010 and 22 March 2014)

### **Interpretation**

1. In these Articles:

"the Association" means the company intended to be regulated by these Articles;

"the Act" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force;

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

"Affiliated Organisation(s)" means organisations who apply for membership of the Association to the Trustees in the form required by the Trustees and who are approved for membership by the Trustees;

"Appeal Hearing" means a hearing at which Members removed from membership in accordance with Article 2.4.1 may appeal such decision and at which the success or failure of such appeal is decided;

"the Articles" means these Articles of Association;

"clear days" in relation to a period of 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;

"the Commission" means the Charity Commissioners for England and Wales;

"Communication" and "Electronic Communication" mean the same as in the Electronic Communications Act 2000;

"Emergency Circumstances" means such circumstances as are deemed to be an emergency by the Trustees from time to time, including but not limited to the sudden death or incapacity to work of the Chief Executive or other member of the senior management of the Association;

"Emergency Resolution" means any resolution, whether relating to a constitutional amendment or otherwise, proposed by a Member or Affiliated Organisation for consideration by the membership at the annual general meeting in accordance with Article 6.2;

"executed" includes any mode of execution;

"Honorary Member(s)" means individuals or associations of distinction associated with the Association to be appointed at the discretion of the Trustees from time to time;

"Individual Member(s)" means individuals who apply for membership of the Association to the Trustees in the form required by the Trustees and who are approved for membership by the Trustees;

"Member" shall mean any member of the Association approved for membership by the Trustees, whether an Individual Member, an Affiliated Organisation or an Honorary Member";

"Member's Resolution" means any resolution, whether relating to a constitutional amendment or otherwise, proposed by a Member or Affiliated Organisation for consideration by the membership at the annual general meeting in accordance with Article 6.1;

"the Memorandum" means the Memorandum of Association of the Association;

"Office" means the registered office of the Association;

"Proxy" means a person authorised by a member to attend and vote at general meetings on that member's behalf in accordance with the provisions of Articles 23-27, below.

"the Seal" means the common seal of the Association if it has one;

"Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"the Trustees" means the directors of the Association (and "Trustee" has a corresponding meaning);

"the Council of Management" means the Trustees acting collectively;

"the United Kingdom" means Great Britain and Northern Ireland;

"the Chief Executive" means the chief executive of the Association appointed in accordance with the provisions of the Articles.

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

### **Membership of the Association**

2.1 Membership is open to individuals or organisations who apply to the Association in the form required by the Trustees and are approved by the Trustees.

The Trustees may refuse an application for membership if they have reasonable grounds for believing that the individual or organisation concerned is/are not prepared to use best endeavours to assist in the advancement of the objects of the Association. Honorary Members may be appointed at the discretion of the Trustees.

Membership is not transferable to anyone else.

The Trustees must keep a register of names and addresses of Individual Members, Affiliated Organisations and Honorary Members.

2.2 The Trustees shall have the power to prescribe membership fees and structures and may differentiate between Individual Members and Affiliated Organisations. Honorary Members shall not be required to pay any subscription.

### **Termination of Membership**

2.3 A Member stops being a Member of the Association if:

2.3.1 the Member resigns from membership by giving notice in writing to the Association; or

2.3.2 Membership is ended under Article 2.4; or

2.3.3 the Member's subscription remains unpaid six months after it is due.

Affiliated Organisations stop being Members in the same way as Individual Members stop being Members.

## **2.4 Removal from Membership**

2.4.1 The Trustees may by a two thirds majority of those present and voting resolve to terminate the membership of any Member for good cause which shall include but not be limited to being in substantial breach of these Articles, bringing the Association into disrepute or otherwise causing detriment to the name and/or goodwill of the Association. Before doing so, the Member concerned shall be given the opportunity to be heard by the Trustees, and be accompanied at such hearing by another Member or person of their choice, before a final decision is made.

2.4.2 If a Member removed from Membership in accordance with Article 2.4.1, above, wishes to appeal the decision to remove him/her, he/she shall, within 14 days of being notified of such decision, lodge the appeal in writing with the chairperson of the Trustees, specifying the grounds of the appeal. The Trustees shall then arrange for an Appeal Hearing to take place, in accordance with the provisions of Article 2.4.3, below. The decision taken at the Appeal Hearing shall be regarded as final.

2.4.3 An Appeal Hearing shall be heard, considered and decided upon by an independent panel which shall constitute three individuals chosen by the Trustees, being one representative from any three Affiliated Organisations as may be determined by the Trustees from time to time, provided that such panel shall not include representatives from any organisation to which the Member bringing the Appeal Hearing is connected by employment or otherwise.

## **General meetings**

3. The Association 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 Association and that of the next. All general meetings other than annual general meetings shall be called extraordinary general meetings.

## **Calling a general meeting**

4.1 The annual general meeting shall be held at such times and places as the Trustees shall appoint.

4.2 The Trustees may decide to call an extraordinary general meeting at any time.

- 4.3 The Trustees must call an extraordinary general meeting within three months of any request to bring such meeting received in writing and signed by at least 10% of the Members.
- 4.4 Extraordinary general meetings may be called by the Members without recourse to the Trustees if:
  - 4.4.1 in the case of an annual general meeting, it is called by all the Members entitled to attend and vote; and
  - 4.4.2 in the case of an extraordinary general meeting, it is called by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 4.5 All of the above methods of calling a general meeting are subject to the notice provisions of Article 5, below.

#### **Notice of general meetings**

- 5.1 All general meetings convened by the Trustees in accordance with Articles 4.1, 4.2 and 4.3 shall be called by at least twenty-one clear days' notice.
- 5.2 Notwithstanding the provisions of Article 5.1, an extraordinary general meeting called by the Members in accordance with Article 4.4, above, shall be deemed duly called by any shorter notice.
- 5.3 The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted at the meeting and, in the case of an annual general meeting, shall specify the meeting as such and provide details of any Member's Resolutions or Emergency Resolutions to be considered.
- 5.4 The notice of any general meeting shall be given to all Affiliated Organisations, Members and to the Trustees and auditors.
- 5.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### **Proposition of resolutions to be considered at general meetings**

- 6.1 Any Member or Affiliated Organisation may propose a Member's Resolution, provided that Member's Resolutions shall only be valid and put before the annual general meeting if they satisfy the following conditions:
  - 6.1.1 The resolution is proposed in writing in such form as may be prescribed by the Trustees from time to time; and

- 6.1.2 The resolution is lodged with the Membership Officer and Office Manager of the Association prior to such date or deadline as may be notified to the membership by the Trustees from time to time.
- 6.2 Any Member or Affiliated Organisation may propose an Emergency Resolution, provided that Emergency Resolutions shall only be valid and put before the annual general meeting if they satisfy the following conditions:
- 6.2.1 The resolution relates solely to matters that have arisen since such date or deadline as may have most recently been specified in accordance with Article 6.1.2 above; and
- 6.2.2 The resolution is lodged with the Membership Officer and Office Manager of the Association at least 48 hours prior to the annual general meeting.
- 6.3 Amendments to any resolution moved at a general meeting may be made at the general meeting providing they have been received by the Membership Officer and Office Manager of the Association at least 14 days before the date of the meeting. Amendments will be held at the office of the Membership Officer and Office Manager of the Association where Members will be given access to them and written copies of amendments will be made available to Members at the start of the General Meeting.

### **Proceedings at general meetings**

7. No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote upon the business to be transacted and present in person or by Proxy at the meeting, each being a Member or duly authorised representative of an Affiliated Organisation, 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 the meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Trustees may determine.
9. The chairperson of the Trustees, or in his or her absence some other Trustee nominated by the Trustees, shall preside as chairperson of the meeting. If, within thirty minutes after the time appointed for holding the meeting, only one Trustee is present and willing to act, he or she shall be chairperson.
10. If no Trustee is willing to act as chairperson, or if no Trustee is present within thirty minutes after the time appointed for holding the meeting, the Members present in person or by Proxy and entitled to vote shall choose one of their number to be chairperson.
11. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, 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.

12. 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:
  - 12.1 by the chairperson; or
  - 12.2 by at least five Members present in person or by Proxy having the right to vote at the meeting or 10% of those Members having the right to vote at the meeting.
13. Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried or not carried, and an entry to that effect made in the minutes of the meeting, shall be conclusive evidence of the fact.
14. The demand for a poll may be withdrawn by all those demanding it, but only with the consent of the chairperson.
15. A poll shall be taken as the chairperson directs and he or she 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.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
17. If the Trustees by notice to Members convening the meeting so decide, a set of standing orders governing the detailed proceedings of meetings, including for example the process for debating motions, will be published by the Trustees.

### **Votes of Members**

18. Subject to Article 16 every Individual Member shall have one vote and every Affiliated Organisation shall have two votes.
19. Votes on a resolution may be given either personally or by Proxy both on a show of hands and on a poll.
20. No Individual Member or Affiliated Organisation shall be entitled to vote at any general meeting unless all monies payable to the Association have been paid.
21. 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 chairperson whose decision shall be final and conclusive.

22. Subject to the limitations of Article 18, above, any Affiliated Organisation may authorise a person or persons to represent it at any meeting of the Association and to vote on its behalf.

### **Proxy Votes**

23. The instrument appointing a Proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or authenticated in such manner as the Trustees may determine.
24. The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or authenticated or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than twenty four 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 twenty four hours before the time appointed for the taking of the poll. If the preceding requirements of this Article are not complied with, the instrument appointing the Proxy shall not be treated as valid.
25. An instrument appointing a Proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/we,

of

being a member/members of the above-named Association, hereby appoint

of

or failing

of

as my/our proxy to vote for me/us on my/our behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Association to be held on                    20                    , and at any adjournment thereof.

Signed or authenticated this                    day of                    20                    “.

26. The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a poll and may include words requiring a Proxy to vote in favour of or against a resolution.

27. A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the Proxy or of the authority under which the Proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the Proxy is used.

### **Trustees**

28. The number of Trustees, acting collectively as the Council of Management, shall be not less than three and not more than twelve(unless otherwise determined by ordinary resolution)
29. No person who is not an Individual Member shall be entitled to hold office as a Trustee.

### **Powers of Trustees**

30. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. 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.
31. In addition to all 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:
  - 31.1 to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Association 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 Association;
  - 31.2 to enter into contracts on behalf of the Association;
  - 31.3 to set aside the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
  - 31.4 to regulate the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
  - 31.5 to regulate the conduct of Members of the Association in relation to one another and to the Association's officers and employees.

### **Appointment and retirement of Trustees**

32. Subject to the provisions of Article 39, the appointment of Trustees shall take place at the annual general meeting of the Association.
33. Trustees shall serve for a fixed term of three years and, if otherwise eligible, may be reappointed for a further term.
34. No Trustee may serve more than two terms consecutively without a break of at least one year.
35. No paid employee of the Association shall be eligible to hold office as a Trustee until at least one year has elapsed between cessation of such employment and the annual general meeting at which appointment would take effect.
36. No person shall be appointed or reappointed a Trustee at any general meeting unless notice received prior to such date or deadline as may be notified to the membership by the Trustees from time to time and executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment, stating the particulars that, if he or she were appointed or reappointed, would be required to be included in the Association's register of Trustees, together with a notice executed by that person of his or her willingness to be appointed or reappointed.
37. No person may be appointed or reappointed a Trustee:
  - 37.1 unless he or she has attained the age of 18 years; or
  - 37.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified under the provisions of Article 40.
38. Not less than 21 clear days before the day 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 in respect of whom notice has been duly given to the Association of the intention to propose that person at the meeting for appointment or reappointment as a Trustee.
39. Trustees may appoint a person who is willing to act as 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 following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

### **Disqualification and removal of Trustees**

40. A Trustee shall cease to hold office if he or she:

- 40.1 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);
- 40.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 40.3 resigns his or her office by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 40.4 is removed from office by a resolution duly passed pursuant to section 303 of the Act;
- 40.5 ceases to be an Individual Member;
- 40.6 is absent without submitting apologies and without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated.

#### **Trustees' expenses**

41. 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 be paid no remuneration, save as provided for in clause 4 of the Memorandum.

#### **Trustees' appointments**

42. In Emergency Circumstances and subject to the provisions of the Act and to Clause 4 of the Memorandum, the Trustees may appoint for a limited period one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Association. 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 or she ceases to be a Trustee.
43. Except to the extent permitted by Clause 4 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Association is a party.

#### **Proceedings of Trustees**

44. Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit. At the request of not less than one third of the Trustees, the Chairperson may call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a

majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

45. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than three Trustees or one third of their number, whichever is the greater.
46. 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.
47. The Trustees may appoint one of their number to be the chairperson of their meetings and of the Association and may at any time remove him or her from that office. The Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. But if there is no Trustee holding that office, or if the Trustee holding it is not present within fifteen minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to be chairperson of the meeting. If no Trustee is willing to act as chairperson of the meeting, the meeting shall be adjourned.
48. The Trustees may appoint one or more sub-committees or working groups consisting of two or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees. The Trustees may co-opt persons to sub-committees or working groups for specific purposes, it being understood that such co-options shall be for the life of the sub-committee or working group only. Co-optees will not have voting rights.
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. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
51. Any Trustee may participate in a meeting of Trustees or a committee of Trustees by means of a conference telephone or any other Communication by equipment which allows all persons participating in the meeting to communicate with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum

accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.

52. Any bank account in which any part of the assets of the Association is deposited shall be operated by the Trustees and shall indicate the name of the Association.
53. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest)

### **Secretary**

54. Subject to the provisions of the Act, the 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 Secretary so appointed may be removed by them.

### **Chief Executive**

55. The Trustees shall appoint a Chief Executive of the Association for such term, at such remuneration and upon such conditions as they may think fit, and any such Chief Executive so appointed may be removed by them.

### **Minutes**

56. The Trustees shall keep minutes in books kept for the purpose:
  - 56.1 of all appointments of officers made by the Trustees; and
  - 56.2 of all proceedings at meetings of the Association and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

### **The Seal**

57. If the Association has a Seal it shall only be used by the authority of the Trustees or of 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**

58. Accounts shall be prepared in accordance with the provisions of the Act.

## **Audit**

59. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **Annual Report**

60. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

## **Annual Return**

61. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **Notices**

62. Subject to these Articles, the Association may deliver a notice or other document to a Member:

- 62.1 by delivering it by hand to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;

- 62.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;

- 62.3 by fax to a fax number notified by the Member in writing in accordance with Part 3 of Schedule 5 to the 2006 Act;

- 62.4 in electronic form to an address notified by the Member in writing in accordance with Part 3 of Schedule 5 to the 2006 Act;

- 62.5 by a website, the address of which shall be notified to the Member in writing in accordance with Part 4 of Schedule 5 to the 2006 Act; or

- 62.6 by advertisement in at least two national newspapers.

63. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

64. If a notice or document:

- 64.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

- 64.2 is sent by post or other delivery service not referred to in Articles 64.1, 64.3, 64.4, 64.5 or 65 it is treated as being delivered:

64.2.1 24 hours after it was posted, if first class post was used; or

64.2.2 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

64.2.3 properly addressed; and

64.2.4 put into the postal system or given to delivery agents with postage or delivery paid.

64.3 is sent by fax, providing that the Association can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.

64.4 is sent in electronic form, providing that the Association can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.

64.5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

65 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

66 Notice of every general meeting shall be given in any manner authorised by these Articles to:

66.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

66.2 the auditor for the time being of the Association; and

66.3 each Trustee.

67 No person other than those specified in Article 6.1 above shall be entitled to receive notices of general meetings.

68 A Member present at any meeting of the Association either in person or by Proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### **Indemnity**

69. Subject to the provisions of the Act every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

### **Dissolution**

70. Clause 7 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated herein

### **Alterations**

71. Alterations to the Memorandum and the Articles shall be made by special resolution, of which at least 21 days notice has been given and which is passed by a majority of not less than 75% of the votes cast by Members as are attending in person or by Proxy at a general meeting and as are entitled to vote.