

Company Number: 02000818

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

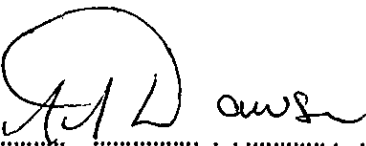
~~PO VAST~~ ^{SERVICES (1920)}
(Company)

18 December 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was duly passed as a special resolution at the Company's annual general meeting.

SPECIAL RESOLUTION

That the Company adopts articles of association in the form produced with this resolution in substitution for and to the exclusion of the existing and all previous articles of association


.....

Chairman

TUESDAY



A19 *A50VA0U8* 16/02/2016 #9
COMPANIES HOUSE

Ad.

ARTICLES OF ASSOCIATION OF VAST SERVICES (1920)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

(adopted by special resolution passed on 18 | 12 | 2015)

Defined terms

1 In the articles, unless the context requires otherwise—

"articles" means the charity's articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"chair" has the meaning given in article 10,

"charity" means the charity intended to be regulated by these articles,

"Charities Acts" means the Charities Act 2011 consolidating the Charities Act 1993 and all other legislation relating to charities,

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"member" has the meaning given in section 112 of the Companies Act 2006,

"the memorandum" means the memorandum of association of the charity,

"office" means the registered office of the charity,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a trustees' meeting, has the meaning given in article 8,



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16/02/2016
COMPANIES HOUSE

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"proxy notice" has the meaning given in article 32,

"secretary" means 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,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"trustee" means a trustee of the charity, and includes any person occupying the position of trustee, by whatever name called,

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the charity

Liability

- 2(1) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he is a member or within one year after it ceases to be a member, for—
- (a) payment of the charity's debts and liabilities contracted before it ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves
- (2) The liability of each trustee is limited to £1 00, being the amount that each trustee undertakes to contribute to the assets of the charity in the event of its being wound up while he or she is a trustee or within one year after he or she ceases to be a trustee
- (3) Subject to the provisions of the Act, every trustee, or other officer or auditor of the charity shall be indemnified out of the assets of the charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the charity

PART 2

TRUSTEES

Trustees' general authority

- 3 Subject to the articles, the trustees are responsible for the management of the charity's business, for which purpose they may exercise all the powers of the charity

Trustees may delegate

- 5(1) Subject to the articles, the trustees may delegate any of the powers which are conferred on them under the articles—
- (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions,
- as they think fit
- (2) If the trustees so specify, any such delegation may authorise further delegation of the trustees' powers by any person to whom they are delegated
- (3) The trustees may revoke any delegation in whole or part, or alter its terms and conditions

Proceedings of trustees

- 5 A trustee shall not vote in respect of any contract in which he or she is interested or any matter arising therefrom, and if he or she does so vote, their vote shall not be counted
- 6 Subject to the provisions of the articles the trustees may regulate their proceedings as they think fit Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chair shall have a second or casting vote

Calling a trustees' meeting

- 7(1) Any trustee may call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice
- (2) Notice of any trustees' meeting must indicate—
- (a) its proposed date and time,
 - (b) where it is to take place, and

- (c) if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (3) Notice of a trustees' meeting must be given to each trustee, but need not be in writing

Participation in trustees' meetings

- 8(1) Subject to the articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when—
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other
- (3) If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for trustees meetings

- 9(1) At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for trustees' meetings may be fixed from time to time by a decision of the trustees, but it must never be less than three, and unless otherwise fixed it is three
- (3) If the total number of trustees for the time being is less than the quorum required, the trustees must not take any decision other than a decision—
 - (a) to appoint further trustees, or
 - (b) to call a general meeting so as to enable the members to appoint further trustees

Chairing of trustees' meetings

- 10(1) The trustees may appoint a trustee to chair their meetings
- (2) The person so appointed for the time being is known as the chair unless the chair is unwilling to do so, that person shall chair every trustees' meeting at which they are present
- (3) The trustees may terminate the chair's appointment at any time

- (4) If the chair is not participating in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it
- 11 The trustees may appoint one or more sub-committees consisting of one 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-committee shall be fully and promptly reported to the trustees
- 12 All acts done by a meeting or the trustees, or of a committee of the trustees, or by any person acting as a trustee, 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
- 13 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 had been passed at a meeting of the trustees or (as the case may be) a committee of the trustees duly convened and held such resolution may consist of several documents in the like form each signed by one or more trustees

Trustees' discretion to make further rules

- 14 Subject to the articles, the trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to trustees
- 15 The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 16 The trustees at the time of adopting these articles shall be the existing members of the board of trustees at the time immediately prior to the adoption of these articles Trustees shall be appointed as provided in these articles
- 17 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 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 the articles shall not be limited by any special power given to the trustees by the articles and a meeting of the trustees at which a quorum is present may exercise all the powers exercisable by the trustees

18 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

- (1) to expend the funds of the charity in such manner as they shall consider most beneficial for the achievement of the object 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 investment and to expend the proceeds of any such sale in furtherance of the objects of the charity,
- (2) to enter into contracts on behalf of the charity,
- (3) to appoint any person to be the agent of the charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers,
- (4) to delegate any of their powers to any committee consisting of one or more of the trustees Any such delegation may be made subject to any condition the trustees may impose, and either collaterally with or to the exclusion of its own powers any may be revoked or altered Subject to any such conditions the proceedings of a committee with one or more trustees shall be governed by the articles regulating the proceedings of the trustees so far as they are capable of applying

Trustees' expenses

19 The charity may pay any reasonable out of pocket expenses which the trustees properly incur in connection with their attendance at—

- (a) meetings of trustees or committees of trustees,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the charity,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the charity

Retirement and removal of trustees

20 At every 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, but, if there is only one trustee who is subject to retirement by rotation, that trustee shall retire

21 Subject to the provisions of the Companies Acts, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as

between person 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

- 22 If the charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 23 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless
- (1) that person is recommended for election by a member in accordance with rules made under these articles, or
 - (2) that person is recommended by the trustees, or
 - (3) 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 that person was appointed or reappointed, be required to be included in the charity's register of trustees together with a notice executed by that person of their willingness to be appointed or reappointed
- 24 No person may be appointed as a trustee
- (1) unless they have attained the age of 18 years, or
 - (2) in circumstances where, had they have already been a trustee, they would have been disqualified from acting under the provisions of article 31
- 25 No less than seven and no more than twenty eight clear days notice of a general meeting shall be given to everyone that is entitled to receive notice of the meeting regarding 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 details of that person who would, if appointed or reappointed, be included in the charity's register of trustees
- 26 Subject as aforesaid, the charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire
- 27 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of

trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 28 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.
- 29 The charity may from time to time in general meeting increase or reduce the number of trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase and may from time to time by ordinary resolve that any trustee (in particular an organisation or a nominated person to represent an organisation) may have more than one vote in such capacity as trustee.
- 30 The charity may by ordinary resolution, remove any trustee before the expiration of his period of office and appoint an alternative qualified trustee. Any person so appointed shall retain their office for so long as the trustee who they have replaced would have held their office had they not have been removed.
- 31 A trustee shall cease to hold office if that trustee
- (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is disqualified from acting as a trustee by virtue of the Charities Act,
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs,
 - (3) resigns their office by notice to the charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect),
 - (4) is absent without the permission of the trustees from all their meetings held within a period of twelve months and the trustees resolve that their office be vacated.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

32. The registered members at the time of adopting these articles and such other persons or organisations are admitted to membership in accordance with the rules made under article 59 shall be members of the charity, and no entity shall become a member of the charity unless—
- (a) that entity has completed an application for membership in a form approved by the trustees, and
 - (b) the trustees have approved the application

Termination of membership

- 33(1) A member may withdraw from membership of the charity by giving 7 days' notice to the charity in writing
- (2) Membership is not transferable
 - (3) A person's membership terminates when, if an individual, that person dies or if an organisation, that organisation ceases to exist
 - (4) unless the trustees or the charity in general meeting shall make any other provision under Article 59, the trustees may in their absolute discretion permit any member of the charity to withdraw under this Article 33, provided that after such withdrawal the number of members is not less than 2

ORGANISATION OF GENERAL MEETINGS

General Meetings

- 34(1) The charity shall hold an annual general meeting each calendar 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. 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 general meetings
- (2) The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Acts, shall forthwith proceed to convene a 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

Notices of General Meetings

- 35(1) An annual general meeting and a 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 general 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
- (a) in the case of an annual general meeting, by all the members entitled to vote, and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members
- (2) 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
- (3) 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

Quorum

- 36(1) 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 of 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
- (2) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same date in the next week at the same time and place or to such time and place as the trustees may determine. If, at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

Chair

- 37(1) The chair, if any, of the trustees, or in the chair's absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair 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 chair and, if there is only one trustee present and willing to act, such trustee shall be chair

- (2) If no trustee is willing to act as chair, 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 chair
- (3) A trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting
- (4) The chair 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

Voting

- 38 Subject to Article 47, every member shall have one vote
- 39 No member shall be entitled to vote at any general meeting unless all moneys then payable by such member to the charity have been paid
- 40(1) No objection may be raised to the qualification of any member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote that is not disallowed at the meeting is valid
- (2) Any such objection must be referred to the chair of the meeting whose decision is final
- 41 Any organisation which is a member of the charity may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the charity, and the person so authorized shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organization could exercise if it were an individual or member of the charity
- 42 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which such member was present shall be as effectual as if it had been passed at a duly convened and held general meeting. Such resolution may consist of several identical documents each executed by or on behalf of one or more members
43. 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 Companies Acts, a poll may be demanded

- (a) by the chair, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) 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
- 44 Unless a poll is duly demanded a declaration by the chair 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 or the number or proportion of the votes recorded in favour of or against the resolution
- 45 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand was made
- 46 A poll shall be taken as the chair directs and the chair 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 was demanded
- 47 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote that the chair may have
- 48 A poll demanded on the election of a chair 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 chair 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
- 49 No notice needs to be given of a poll not 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

Attendance and speaking by trustees and non-members

- 50(1) Trustees may attend and speak at general meetings, whether or not they are members
- (2) The chair of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting

Votes of Members

Proxies

- 51(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine, and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 52(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 53(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the charity in writing by a member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 54(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 Acts 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
- (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
- (3) A trustee may agree with the charity that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Minutes

- 55 The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of offices made by trustees, and
 - (2) of all proceedings at meetings of the charity and of the trustees and of committees of trustees including names and trustees present at each such meeting

TRUSTEES' INDEMNITY AND INSURANCE

Indemnity

- 56(1) Subject to paragraph (2), a relevant trustee of the charity may be indemnified out of the charity's assets against—
- (a) any liability incurred by that trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the affairs of the charity,
 - (b) any other liability incurred by that trustee as an officer of the charity
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by the Charities Acts

57 Notices

- (1) A notice given to any person pursuant to these articles shall be in writing except in relation to the calling of a meeting of trustees which does not need to be in writing
- (2) The following table sets out methods by which a notice may be sent and, if sent by that method, the corresponding deemed delivery date and time

Delivery method	Deemed delivery date and time
Delivery by hand	At the time the notice is left at the members registered address
Pre-paid first class post or other next working day delivery service	9 00 am on the working day after posting
Fax and Email	At the time of transmission

- (3) A notice given under these articles is not valid if sent by e-mail

- (4) A member whose registered address is not within the United Kingdom and who gives to the charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices sent to that address or alternatively to its registered email address but otherwise no such member shall be entitled to receive any notice from the charity
- (5) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- (6) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

Bank Account

- 58 Any bank account 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 at least two signatories or otherwise in accordance with the then current bank mandate

Annual Report and Return

- 59 The trustees shall comply with their obligations under the Charities Acts and the Companies Acts (or any statutory re-enactment or amendment) with regard to the preparation of an annual report and return

Rules

- 60(1) 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 bye laws regulate
- (a) the admission and classification of members of the charity (including admission of organisations to membership) and the rights and privileges of such members may resign or have their membership terminated 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,
 - (b) the conduct of members of the charity in relation to one another, and to the charity's servants,
 - (c) that any specified member or members, including the member itself, may recommend one or more specified number of persons for election as trustee or trustees under the provisions of article 24,

- (d) 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,
 - (e) the procedures 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,
 - (f) generally, all such matters as are commonly the subject matter of charity rules
- (2) The charity in general meeting shall have power to alter, add 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

- 61 Clause 8 of the Memorandum of Association of the charity shall have effect as if the provisions thereof were repeated herein