

OXFORD HOMELESS PATHWAYS LIMITED (THE CHARITY)

COMPANY NUMBER: 02164150

CHARITY NUMBER: 297806

SPECIAL RESOLUTION

(pursuant to section 29 Companies Act 2006)

Passed: 26 June 2017

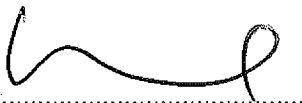
At an extraordinary general meeting of the members of the Charity duly convened and held
at O'Hanlon House, Luther Street, Oxford OX1 1UL

on Monday 26 June 2017

the following special resolution was duly passed:

SPECIAL RESOLUTION

That the Articles of Association contained in the document attached to this resolution and for the purposes of identification marked '**A**' be and the same are approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of the existing Articles of Association of the Charity, including for the avoidance of doubt, provisions contained in the memorandum of association of the Charity which, by virtue of section 28 of the Companies Act 2006 are treated as provisions of the articles of association as not being provisions of the kind mentioned in section 8 of that Act..



.....
CHAIRMAN

A

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

OXFORD HOMELESS PATHWAYS LIMITED

1. The name of the company (hereinafter called "the Association") is "OXFORD HOMELESS PATHWAYS LIMITED".
2. The registered office of the Association is to be situated in England and Wales.
3. The objects of the Association are the relief of need, hardship or distress by the provision of:
 - a) emergency and short-term accommodation for homeless people;
 - b) support to recently re-housed people who were formerly homeless in order to prevent further homelessness.
4. In furtherance of the foregoing objects but not further or otherwise, the Association shall have the following powers:-
 - (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges which are necessary or expedient for the promotion of these objects, and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Association.
 - (8)
 1. To provide information about the work of the Association in fulfilling the objects of the Association for local decision making and to influence local policy.
 2. To act with other agencies in fulfilling the objects of the Association.
 - (C) To publish and/or distribute newspapers, journals, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Association.
 - (D) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
 - (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

(F) Subject to such consents as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit.

(G) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(I) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards to any such property the Board of Trustees or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board of Trustees or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association unless the prior consent of the Charity Commission has been obtained.

Provided that nothing herein shall prevent any payment in good faith by the Association-

(A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Trustees or Governing Body) for any services rendered to the Association;

(B) of interest at a rate per annum not exceeding Two per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by its Board of Trustees or Governing Body on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Trustees or Governing Body;

(C) to any member of its Board of Trustees or Governing Body of reasonable out of pocket expenses;

(D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Association or of its Board of Trustees or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

9. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having object of the Company, and which shall prohibit the distribution of its or their income and property to such an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

-OF-

OXFORD HOMELESS PATHWAYS

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context-

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Article of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Board of Trustees	The Board of Directors for the lime being of the Association and Trustee shall have a corresponding meaning.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes representing or producing words in a visible form.
Clear days	In relation to a period of notice means that 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

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

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

2. The Association is established for the purposes expressed in the Memorandum of Association.

3. 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 Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he/she is approved by the Board of Trustees. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board of Trustees require executed by him or her.

4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

5. The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

6. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.

7. The Board of Trustees may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

8. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors, the election of members of the Board of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present or one-tenth of the membership, whichever is greater, shall be a quorum.

12. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Trustees may determine.

13. The Chair (if any) of the Board of Trustees shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Trustees, or if no such member be present, or if all the members of the Board of Trustees present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

14. The Chair may, with the consent of any 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 any adjourned meeting other than business which might have been transacted

at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least two members present in person by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carries by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. No poll shall be demanded on the election of the Chair of a meeting, or on any question of adjournment.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a second casting vote.

19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any General Meeting.

23. 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. An objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

"I,
of
a member of
hereby appoint _____, of
,
and failing him,
of _____ as

my proxy to vote for me on my behalf at the [Annual/Extraordinary] General Meeting of the Association to be held on _____ 20____, and at any adjournment thereof.

Signed on 20 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF TRUSTEES

29. Until otherwise determined by a General Meeting, the number of the members of the Board of Trustees shall be not less than 5 nor more than 15.

30. The first members of the Board of Trustees shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.

31. The Board of Trustees may from time to time and at any time appoint any member of the Association as a member of the Board of Trustees, either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board of Trustees.

POWERS OF THE BOARD OF TRUSTEES

33. The business of the Association shall be managed by the Board of Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment, and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulation or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.

34. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board of Trustees for the purposes of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

35. Subject to the provisions of the Act the Secretary shall be appointed by the Board of Trustees for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of the Board of Trustees and of the Secretary, and the said members and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES

37. The office of a member of the Board of Trustees shall be vacated-

- (A) If he/she becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (B) If he/she becomes of unsound mind.
- (C) If he/she ceases to be a member of the Association.
- (D) If by notice in writing to the Association he/she resigns his office.
- (E) If he/she ceases to hold office by virtue of any provision of the Act or he/she becomes prohibited by law from being a Director of the Company.

TERMS OF OFFICE OF THE BOARD OF TRUSTEES

38. The current members of the Board of Trustees as at the date of adoption of these Articles of Association are entitled to hold office for such period ending not later than the date of the 2016 Annual General Meeting, at which Annual General Meeting they shall retire.

39. Subject to the provisions of article 38, all members of the Board of Trustees shall be appointed for a term of three years beginning on the date of the Annual General Meeting at which such appointment is made and ending

on the date of the next Annual General Meeting following the expiry of three years from the date of such appointment provided that such subsequent Annual General Meeting takes place within one month of the expiry of the said three year period, failing which such Trustee's or Trustees' period of office shall be taken to have expired on the third anniversary of the date of their respective appointment. A period of office held by virtue of an appointment by the Board of Trustees under Article 31 shall not count towards such a term of office.

40. Every future member of the Board of Trustees must sign a declaration of willingness to act as a member before he or she may so act.

41. A retiring member of the Board of Trustees who is competent to act shall be eligible for re-election provided that a member shall not serve more than four consecutive terms and shall not be eligible for re-election until three years have elapsed from the end of their fourth term.

42. Subject to the provisions of article 29 the Association may, at the meeting at which a member of the Board of Trustees retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member have been put to the meeting and lost.

43. No person not being a member of the Board of Trustees retiring at the meeting shall, unless recommended by the Board of Trustees for election, be eligible for election to membership of the Board of Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

44. The Association may from time to time in General Meeting increase or reduce the number of members of the Board of Trustees and may make the appointments necessary for effecting any such increase.

45. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Board of Trustees before the expiration of his period of office, and may by Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

46. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the membership of the Board of Trustees, subject to a minimum of three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

47. A member of the Board of Trustees may, and on the request of a member of the Board of Trustees the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice served upon the several members of the Board of Trustees. A member of the Board of Trustees who is absent from the United Kingdom shall not be entitled to notice of a meeting.

48. The Board of Trustees shall from time to time elect a Chair and a Treasurer and may without prejudice to the provisions of Article 41 determine for what periods the offices should be held, save that no member of the Board of Trustees may serve as Chair or Treasurer for longer than three consecutive terms of three years.

49. The Chair shall be entitled to preside at all meetings of the Board of Trustees at which he/she shall be present, , but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Trustees present shall choose one of their number to be Chair of the meeting.

50. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Trustees generally.

51. The Board of Trustees may delegate any of their powers to committees consisting of such member or members of the Board of Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees and shall report all acts and proceedings to the Board of Trustees as soon as is reasonably practicable. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating those meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees.

52. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or

had duly continued in office and was qualified to be a member of the Board of Trustees.

53. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Association and of the Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

ACCOUNTS

55. The Board of Trustees shall cause accounting records to be kept in accordance with the requirements of the Act.

56. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the officers of the Association.

57. The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Board of Trustees or by the Association in General meeting.

58. At the Annual General Meeting in every year the Board of Trustees shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General

Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

59. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board of Trustees being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

61. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the registered of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

64. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if the provisions thereof were repeated in these Articles.