

Company Number 03354127  
Charity Number: 1062433


**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**NOTICE OF PASSING OF SPECIAL RESOLUTION**  
**OF**  
**READING ASSOCIATION FOR THE BLIND**  
**(the "Company")**

The following resolution of the Company was passed as a special resolution at a general meeting of the Company

**Adoption of new articles**

That the articles of association, a copy of which is attached to this notice, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association

Signed by  
Director



Date



SATURDAY



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24/10/2015

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COMPANIES HOUSE

**THE COMPANIES ACTS 1985 AND 1989**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**READING ASSOCIATION FOR THE BLIND**

- 1 The Company's name is Reading Association For The Blind (and in this document is called the "Charity")
- 2 The Charity's registered office is to be situated in England and Wales
- 3 The Charity's objects (the "Objects") are
  - 3 1 the relief of blind and partially sighted people living in Reading and the Greater Reading Area in any way deemed by law to be charitable, and
  - 3 2 to provide or assist in the provision of facilities for recreation and other leisure time occupation for the benefit of such people with the object of improving their conditions of life
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers
  - 4 1 to visit housebound, blind and partially sighted people in their homes regularly,
  - 4 2 to assist blind and partially sighted people in their application for benefits,
  - 4 3 to supplement statutory relief to blind and partially sighted people by the awarding of discretionary grants,
  - 4 4 to encourage blind and partially sighted people in the reading and writing of Braille, Moon or other raised type systems that may be developed,
  - 4 5 to monitor, investigate and where appropriate provide examples and/or information of technical developments of equipment for the help of blind and partially sighted people,
  - 4 6 to monitor trends in the status of and social attitudes towards blind and partially sighted people in the community Advice may be given to outside bodies on the basis of trends observed,
  - 4 7 generally to do everything possible to enable and assist blind and partially sighted people to live a full life,
  - 4 8 to negotiate contractual arrangements with Local Authority Social Services Departments and other appropriate bodies to carry out duties delegated by them for a monetary fee or grant,

- 4 9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity,
  - 4 10 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
  - 4 11 to acquire, alter, improve and to charge or otherwise dispose of property,
  - 4 12 subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as the "Trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
  - 4 13 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
  - 4 14 to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
  - 4 15 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity, and
  - 4 16 to do all such other lawful things as are necessary for the achievement of the Objects
- 5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity Provided that nothing in this document shall prevent any payment in good faith by the Charity
- 5 1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion,
  - 5 2 of reasonable and proper remuneration for any services rendered to the Charity by any Member, officer or servant of the Charity who is not a trustee,
  - 5 3 of interest on money lent by any Member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees,
  - 5 4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a Member holding not more than  $\frac{1}{100}$ th part of the issued capital of that company,
  - 5 5 of reasonable and proper rent for premises demised or let by any Member of the Company or a trustee,

5 6 to any trustee of reasonable out of pocket expenses

6 The liability of the Members is limited

7 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a Member or within 1 year after he or she ceases to be a Member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves

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

**THE COMPANIES ACTS 1985 AND 1989**

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

**ARTICLES OF ASSOCIATION**

**OF**

**READING ASSOCIATION FOR THE BLIND**

**1 Interpretation**

**1 1 In these Articles -**

"the Charity"	means the company intended to be regulated by these Articles
"the Act"	means the Companies Act 1985 including any statutory modification or reenactment thereof for the time being in force
"the Articles"	means these Articles of Association of the Charity
"Clear Days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Executed"	includes any mode of execution
"the Memorandum"	means the Memorandum of Association of the Charity
"Member"	means any person accepted for membership in accordance with Article 2 hereof
"Office"	means the registered office of the Charity
"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
"the Trustees"	means the directors of the Charity (and "Trustee" has a

corresponding meaning)

"the United Kingdom" means Great Britain and Northern Ireland

1 2 Words importing the masculine gender only shall include the feminine gender

1 3 Subject as aforesaid words or expressions contained in these Articles shall unless the context requires otherwise bear the same meaning as in the Act

## 2 Members

2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 22 shall be Members of the Charity No person shall be admitted a Member of the Charity unless his application for membership is approved by the Trustees

2 2 Unless the Trustees or the Charity in general meeting shall make other provision under Article 22 the Trustees may in their absolute discretion permit any Member of the Charity to retire provided that after such retirement the number of Members is not less than 3

## 3 General Meetings

3 1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of 1 annual general meeting of the Charity and that of the next provided that so long as the Charity holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint All general meetings other than annual general meetings shall be called extraordinary general meetings

3 2 The Trustees may call general meetings and on the requisition of Members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 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

3 3 Invited guests or guests (guests may include, interested parties, employees and helpers) may be present at a general meeting and may only be excluded by a vote of the members present The Chairman may at his discretion exclude any guest not invited or any invited guest interfering with the meeting or causing nuisance

to members

4 Notice of General Meetings

4 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as Trustee shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed -

4 1 1 in the case of an annual general meeting, by all the Members entitled to attend and vote, and

4 1 2 in the case of any other meeting by a majority in number of Members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all the Members and to the Trustees and auditors/reporting accountant (as appropriate)

4 2 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

5 Proceedings at General Meetings

5 1 No business shall be transacted at any meeting unless a quorum is present. 10 persons entitled to vote on the business to be transacted each being a Member or a duly authorised representative of a Member organisation or 1/10th of the total number of such persons for the time being whichever is the greater shall constitute a quorum

5 2 If a quorum is not present within ½ hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine

5 3 The president if present at the meeting and willing to act shall preside as chairman otherwise the chairman if any of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting but if neither the president nor the chairman nor such other Trustee (if any) be

- present within 15 minutes after the time appointed for holding the meeting and willing to act the Trustees present shall elect 1 of their number to be chairman and if there is only 1 Trustee present and willing to act he shall be chairman
- 5 4 If no Trustee is willing to act as chairman or if no Trustee is present within 15 minutes after the time appointed for holding the meeting the Members present and entitled to vote shall choose one of their number to be chairman
- 5 5 The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place When a meeting is adjourned for 14 days or more at least 7 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
- 5 6 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 -
- 5 6 1 by the chairman, or
- 5 6 2 by at least 2 Members having the right to vote at the meeting, or
- 5 6 3 by a Member or Members representing not less than 1/10th of the total voting rights of all the Members having the right to vote at the meeting
- 5 7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 5 8 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 5 9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded



5 10 In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have

5 11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll 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

5 12 No notice need 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 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken

## 6 Votes of Members

6 1 Subject to Article 5 10 every Member shall have 1 vote

6 2 No Member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid

6 3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

6 4 A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

6 5 Any organisation which is a Member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be

entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member of the Charity

7 Trustees

- 7 1 The number of Trustees shall not be less than 3 and shall be no more than 12 (unless otherwise determined by ordinary resolution) provided that no honorary officer shall be counted in determining the maximum number of Trustees. The Trustees shall where feasible include a minimum of 2 visually impaired people
- 7 2 The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles

8 Power of Trustees

- 8 1 Subject to the provisions of the Act the Memorandum and Articles and to any directions given by a special resolution the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees
- 8 2 In addition to all powers hereby expressly conferred on them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers namely -
- 8 2 1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
- 8 2 2 to enter into contracts on behalf of the Charity
- 8 2 3 to enter into a partnership with charities in order to raise funds

9 Appointment and Retirement of Trustees

- 9 1 At the first annual general meeting all the Trustees shall retire from office and at every subsequent annual general meeting 1/3rd of the Trustees who are subject to retirement by rotation or if their number is not 3 or a multiple of 3 the number nearest to 1/3rd shall retire from office, but if there is only 1 Trustee who is subject to retirement by rotation he shall retire
- 9 2 Subject to the provisions of the Act the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 9 3 No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless -
- 9 3 1 he is a Member of the Charity; and
- 9 3 2 he is recommended by the Trustees, or
- 9 3 3 not less than 14 nor more than 35 Clear Days before the date appointed for the meeting notice Executed by a Member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of Trustees together with a notice Executed by that person of his willingness to be appointed or reappointed
- 9 4 No person may be appointed as a Trustee -
- 9 4 1 unless he has attained the age of 18 years, or
- 9 4 2 in circumstances such that had he already been a Trustee he would have been disqualified from acting under the provisions of Article 10
- 9 5 Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to

be included in the Charity's register of Trustees

9 6 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

9 7 Subject to Article 7 1 and after the retirement of Trustees during the Annual General Meeting, there will be a number of vacancies Subject to Articles 9 3 - 9 6 and including Trustees retiring by rotation and willing to act, there will be a number of Candidate Trustees to fill those vacancies If the number of Candidate Trustees exceeds the number of vacancies then the Trustees will be selected by ballot The provisions of the ballot shall be such that, if possible, the total number (including existing Trustees) of partially sighted Trustees is at least two and the total number (including existing Trustees) of sighted Trustees is at least two Each Candidate Trustee shall also be given an opportunity to speak to the meeting if they so wish The ballot shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the ballot The results of the ballot shall be deemed to be the resolution of the meeting In the event of a tie for the last vacancy, the Chairman may ask the meeting to consider increasing the number of Trustees so that all those tying Candidate Trustees are elected If the number of Candidate Trustees is the same as or less than the number of vacancies, a resolution for appointment or reappointment for each Candidate Trustee shall be put to the meeting

9 8 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

9 9 Subject as aforesaid a Trustee who retires at an annual general meeting may if willing to act be reappointed

#### 10 Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he -

- 10 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 reenactment or modification of that provision), or
- 10 2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
- 10 3 Resigns his office by notice to the Charity (but only if at least 2 Trustees will remain in office when the notice of resignation is to take effect), or
- 10 4 Is absent without the permission of the Trustees from all their meetings held within a period of 6 months and the Trustees resolve that his office be vacated

11 Trustees' Expenses

- 11 1 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
- 11 2 Except to the extent permitted by clause 5 of the Memorandum no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party

12 Appointment of Officers

- 12 1 At the annual general meeting the Members shall elect a chairman, vice chairman and treasurer who will hold such office in their capacity as Trustees and as Members of the Charity
- 12 2 The chairman, vice chairman and the treasurer shall hold office until the conclusion of the annual general meeting next after their election but shall be eligible for reelection provided that no Trustee shall hold the same office for more than 5 consecutive years and at the expiration of such period 1 further year must elapse before a Trustee shall be eligible for reelection to the same office
- 12 3 In exceptional circumstances the term of an officer appointed in accordance with this Article 12 can be extended by special resolution of the Members passed at an annual general meeting considering the appointment
- 12 4 Nominations from Members of the Charity for officers must be made in writing and must be in the hands of the Secretary at least 21 days before the annual general meeting. Where nominations exceed vacancies election shall be by

ballot The Trustees may fill any casual vacancy occurring in the offices of officers but such appointments shall be subject to confirmation by the Charity at the next annual general meeting

13 Appointments of Honorary Officers

- 13 1 The Mayor of Reading for the time being shall be President of the Charity
- 13 2 At the annual general meeting the Members shall elect such other honorary officers as the Charity may from time to time decide
- 13 3 The honorary officers shall be exofficio Members of the Charity

14 Proceedings of Trustees

- 14 1 Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit A Trustee may and the Secretary at the request of a Trustee shall call a meeting of the Trustees 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 chairman shall have a second or casting vote
- 14 2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than 1/3rd of their number or 2 Trustees whichever is the greater
- 14 3 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
- 14 4 The chairman elected in accordance with Article 12 unless he is unwilling to do so shall preside at every meeting of the Trustees and at general meetings in either case at which he is present But if there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting the Trustees present may appoint 1 of their number to be chairman of the meeting
- 14 5 The Trustees may appoint 1 or more sub-committees consisting of 3 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

- 14 6 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
- 14 7 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 1 or more of the Trustees
- 14 8 Any bank account in which any part of the assets of the Charity is deposited shall be operated under the direction of 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 the Trustees or by such persons duly authorised by the Trustees
- 15 Secretary  
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 on such conditions as they may think fit, and any Secretary so appointed may be removed by them
- 16 Minutes  
The Trustees shall keep minutes in books kept for the purpose -
- 16 1 Of all appointments of officers made by the Trustees, and
- 16 2 Of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting
- 17 Accounts  
Accounts shall be prepared in accordance with the provisions of Part VII of the Act
- 18 Annual Report  
The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

19 Annual Return

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

20 Notices

20 1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing

20 2 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the Charity

20 3 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

20 4 Proof that an envelope containing a notice was properly addressed, prepaid 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

21. Indemnity

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 him in that capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

22 Rules

22 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 -

- 22 1 1 the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
  - 22 1 2 the conduct of Members of the Charity in relation to one another and to the Charity's servants,
  - 22 1 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose of purposes,
  - 22.1 4 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,
  - 22 1 5 generally all such matters as are commonly the subject matter of company rules
- 22 2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws which shall be binding on all Members of the Charity Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles