

Company Number: 3734135

The Companies Act 1985

PRIVATE COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION

- of -

**ARBRIX**

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**INTERPRETATION**

1. (A) In the regulations -

"the Act" means the Companies Act 1985

"Chairman" means the Executive Chairman, if appointed, but otherwise the Chairman elected pursuant to Article 42

"the Committee" means the Committee for the time being of the Association

"firm" means a partnership within the Partnership Act 1890 or the Limited Partnerships Act 1907

"Honorary Member" means an Honorary Member elected pursuant to Article 3b

"Honorary Treasurer" means the Honorary Treasurer appointed pursuant to Article 42

"Honorary Secretary" means the person appointed by the Committee pursuant to Article 42 to perform the duties of the Honorary Secretary of the Association

"in writing" means written, printed, lithographed or photographically copied, or partly one and partly another, and other modes of representing or reproducing words in a visible form

"Member" means any Member of the Association

"month" means calendar month

"Fellow" means a member invited pursuant to Article 3C

"the Office" means the Registered Office of the Association

"Officers" means the officers of the Association listed in Article 38

"the seal" means the Common Seal of the Association

"these Regulations" means the Articles of the Association and any Regulations made thereunder from time to time in force

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 bodies of persons whether incorporated or unincorporated

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Regulations.

**MEMBERS**

2. The Association is registered with an unlimited number of Members.

3. (A) Individuals being; (i) Chartered Surveyors who have attended appropriate training courses, arranged or endorsed by The Royal Institution of Chartered Surveyors for Arbitrators or Independent Experts or other judicial or quasi judicial appointees for the resolution of disputes and who have passed any subsequent assessment.
- (B) In its discretion the Committee may admit to membership Chartered Surveyors and others who by reason of their training, involvement, experience and/or special standing in dispute resolution are regarded by the Committee as being likely to make or has already made an active contribution to the work of the Association. The Committee may determine that an individual admitted as a Member under this paragraph is designated as an Honorary Members.
- (C) The Committee may invite a member to become a Fellow of the Association as a mark of recognition by virtue of the quality of service he has provided to the Association. The terms of the membership shall be approved by the Committee from time to time. The Membership may also elect a Life Patron.
4. All elections of Members shall be by the Committee, and every applicant for election shall satisfy the Committee that he has fulfilled the conditions specified by these Regulations and is fit and proper in every respect for election in such manner as the Committee shall require. The Committee shall have the power to exclude an applicant as a Member and to decide whether or not an applicant or a Member has fulfilled or has ceased to comply with the conditions qualifying it for becoming or remaining a Member. The Committee shall not be bound to give any reason for any decision arrived at under this paragraph.
5. All applications for membership shall be addressed to the Honorary Secretary and shall be made in writing in such form as the Committee shall from time to time prescribe and applicants shall provide the Committee with such information as the Committee shall require in order to consider the application.

## **SUBSCRIPTIONS**

6. Each Member shall pay by way of entrance fee and annual subscription such amounts (if any) as may be determined from time to time by the Association in respect of each Member provided that the Association shall be entitled in its absolute discretion to charge different amounts (if any) by way of entrance fees or subscriptions from different Members.
7. Subscriptions shall be calculated according to a scale of units to be determined by the Association and shall be payable by Members for each year or part thereof commencing on 1st January and expiring on 31st December next ensuing. The subscription scale shall be decided at each Annual General Meeting and the amount of the subscription so determined shall become due on the date thereof in respect of the subscription year of the Association then in progress unless otherwise specified.
8. If for any year the Accounts of the Association show an excess of expenditure over income the Association in General Meeting may resolve that every person who shall have been a Member for any part of that year shall be called upon to pay by way of

additional subscription for that year such sum as may be necessary, with all other similar sums, to reimburse the Association in respect of such excess of expenditure over income and each person whether then a Member or a former Member liable under this Article shall pay such additional subscription within 21 days after notice requiring such payment shall have been given to him. No person shall be entitled to dispute the amount or liability to pay the amount of additional subscription and the Association shall be entitled to call upon different Members to pay different amounts by way of additional subscriptions. PROVIDED THAT the Association in exercising this power may have regard to any scale of subscriptions then in force when calculating the amount of additional subscriptions payable by different Members.

9. Unless the context otherwise requires the word "subscription" in these Regulations shall include any additional subscription payable under this Article.
10. The Committee shall from time to time determine the times and manner of payment of subscriptions and shall be entitled to make provision for payment of an appropriate part of any subscription where, in the year of admission, membership is not held for the full year for which such subscription is payable.
11. Applicants for membership shall pay their entrance fee and first subscription (if any) on election and they shall not become Members or have their names entered on the Register of Members until such entrance fee and first subscription (if any) have been paid.
12. Without prejudice to the provisions of Article 32
  - a. if after the commencement of any financial year of the Association any Member shall fail to pay any subscription within twenty-one days after being finally requested so to do the Member shall not be entitled to attend at General Meetings of the Association and pending payment the Member shall stand suspended from all rights and privileges of membership;
  - b. notwithstanding the provisions of paragraph (A) above any Member whose subscription shall not be paid within three months of the time at which the subscription shall become due, or in the case of an additional subscription payable under Article 8 within three months after notice requiring payment has been given to the Member, shall, unless the Committee shall decide before the expiration of such period, ipso facto, cease to be a Member of the Association and his name shall thereupon be removed from the Register of Members;
13. A Member who resigns his membership at any time and who is indebted to the Association for any subscription, or becomes indebted for any additional subscription under Article 8, shall remain liable to pay the same to the Association notwithstanding that he shall have ceased to be a Member of the Association and unless notice of resignation is given before the end of any financial year of the Association such Member shall be liable to pay the full subscription, but not any additional subscription under Article 8, for or in respect of the following year.

## **GENERAL MEETINGS**

14. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.
15. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
16. The Committee 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.

## **NOTICE OF GENERAL MEETINGS**

17. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the Exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and Auditors, reports of the elections of Members to the Committee, and the appointment of, and the fixing of the remuneration of, the Auditors.
20. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business; a quorum shall consist of 20 Members.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the Members or Accredited Representatives present in person shall be a quorum.

22. The Chairman of the Association shall preside as chairman at every General Meeting of the Association, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting the Committee Members present shall elect one of their number to be chairman of the meeting.
23. If at any meeting no Committee Member is willing to act as chairman, or if no Committee Member is present within fifteen minutes from the time appointed for holding the meeting, the Members and Accredited Representatives present shall elect one of their number to be chairman of the meeting.
24. The chairman of the meeting 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any General Meeting a resolution put to the vote at the meeting shall be decided by a poll.
26. In circumstances where a vote may be taken on a show of hands, a poll may be demanded by the chairman or by 10 Members present in person and entitled to vote and it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
28. A poll may not be demanded on the election of a chairman, or on a question of adjournment.
29. If a poll is demanded any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTING RIGHTS OF MEMBERS**

30. Each Member shall have one vote.
31. In every notice calling a meeting of the Association, there must appear, with reasonable prominence, a statement informing Members of their entitlement to

appoint another Member as a proxy to exercise all of any of the Member's rights to attend and to speak and vote at a meeting of the Association.

- 32. No Member shall be entitled to vote at any General Meeting of the Association unless all monies presently payable under these Regulations by him have been paid to the Association.
- 33. Votes may be given either personally or by proxy.
- 34. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**ARBRIX**

“I/We, ..... of  
....., being a member/members of  
the above named Association, hereby appoint ..... of  
....., or failing him  
..... of .....,  
as my/ our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary  
general meeting of the Association to be held on ..... , and  
at any adjournment thereof.

Signed on .....”

- 35. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**ARBRIX**

“I/We, ..... of  
....., being a member/members of  
the above named Association, hereby appoint ..... of  
....., or failing him  
..... of .....,  
as my/ our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary  
general meeting of the Association to be held on ..... , and  
at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No1 \*for \*against

Resolution No2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this .....day of ....."

36. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 4 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
37. A vote given or poll demanded by proxy 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 company at the office or at such other place at which the instrument of proxy was duly deposited 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.

## **OFFICERS AND COMMITTEE**

38. The Officers shall be:-

The Chairman  
The Honorary Treasurer  
The Honorary Secretary

39. The business of the Association shall be conducted by a Committee consisting of:-

The Officers and not more than 9 Committee Members of whom not less than one shall represent the Rural Group, not less than one from the Mediation Group, not less than one from the Construction Group and not less than three from rent review including not less than one from the Index Group.

40. Committee Members shall be elected at the Annual General Meeting and shall retire from office no later than the third Annual General Meeting following the Annual

General Meeting at which they were appointed. Retiring Committee Members shall, however, be eligible for re-election for only one further consecutive term of three years – a Committee Member elected as an Officer shall not be bound by the General Committee Member rotational re-election but shall follow the rotational retirement and re-election provisions for an Officer (see para 42).

Nominations for the Committee shall be submitted to the Honorary Secretary of the Association in writing duly proposed and seconded and signed by at least five Members with the written consent of the nominee not less than 28 days before the Annual General Meeting.

41. The Association may at each Annual General Meeting fill the offices vacated by retiring Committee Members by electing persons thereto and in default each retiring Committee 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 Committee Member shall have been put to the Annual General Meeting and lost.
42. The Chairman, Honorary Secretary and Honorary Treasurer shall be elected by the Committee from among the Committee Members. The Officers shall serve for such period as the Committee may determine but shall in any event retire from office at the first Committee Meeting, following the third Annual General Meeting of the Association occurring after their appointment. Retiring Officers shall be eligible for re-election for one further term of three years. For the avoidance of doubt if at any General Meeting of the Association when an election of new Committee Members is to take place, any Officers are known to be resigning with effect from the date of that meeting, they may be elected to the Committee sufficient additional members so that after appropriate new Officers have been elected the Committee shall still comprise a maximum of 3 Officers and 9 other Committee Members. The retirement and re-election provisions above shall apply to each Officer position and therefore if an Officer is elected to another post the Officer retirement and re-election procedures shall apply to any second and subsequent Officer position.
43. Committee Members shall be entitled to receive notice of all General Meetings of the Association and to attend at General Meetings and speak thereat.

## **RESOLUTION OF OUTSTANDING MATTERS**

44. In the event that any doubt or question shall arise as to the eligibility of any person to be a Committee Member under the provisions of these Articles, or as to whether any person is due to retire under the provisions of these Articles, or if there is any matter of dispute relevant to the selection of any Committee Member under such Regulations, then the matter shall be referred to the Chairman of the Association who shall decide the matter in accordance with the principles set out in the Articles and whose decision shall be final and binding upon the Association and all persons interested therein.
45. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Committee Member notwithstanding anything in these Articles or in any agreement between the

Association and such Committee Member. Such removal shall be without prejudice to any claim such Committee Member may have for damages for breach of any contract of service between him and the Association.

## **POWERS AND DUTIES OF THE COMMITTEE**

46. The business of the Association shall be managed by the Committee, who may exercise all such powers of the Association as are not, by the Act, or by these Articles, required to be exercised by the Association in General Meeting subject nevertheless to the provisions of the Act or these Articles, and to such regulations, not being inconsistent with the aforesaid 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 Committee which would have been valid if that regulation had not been made.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.
48. The Committee shall cause Minutes to be made in books provided for that purpose:-
  - a. of all appointments of officers made by the Committee;
  - b. of the names of those present at each meeting of the Committee and of any Sub-Committee of the Committee; and
  - c. of all resolutions and proceedings at all meetings of the Association, and of the Committee, and of Sub-Committees of the Committee.

## **PROCEEDINGS OF THE COMMITTEE**

49. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit provided that the Committee shall seek to arrange not less than three Meetings of the Committee in any one year. Questions arising at any meeting shall be decided by a majority of votes. Each Committee Member shall have one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman or any Committee Member may, and the Honorary Secretary on the requisition of any Committee Members shall, at any time, summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Member other than their usual office of employment for the time being absent from the United Kingdom or Ireland. At least four days' notice of a meeting of the Committee shall, except in cases of emergency, be given.
50. The quorum for the transaction of the business of the Committee shall be fixed from time to time by the Committee but shall not be less than six. The Committee may act notwithstanding a vacancy in its membership.

51. If at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, the Committee Members present may elect one of their number to be chairman of the Meeting.
52. The Committee may delegate any of its powers to Sub-Committees and any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
53. Subject to the Regulations not being inconsistent with the provisions of these Articles the Committee may from time to time make Regulations. In particular the Committee shall have power to make Regulations (either generally or in relation to any particular sub-Committee of the Committee) concerning all matters relating to sub-Committees of the Committee including their powers, duties and constitution and the procedure for their meetings including the quorum therefore, voting thereat and the appointment of Chairmen of such meeting.
54. All acts done by any meeting of the Committee or of a sub-Committee of the Committee or by any person acting as a Member of the Committee or a sub-Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Committee Member or sub-Committee Member.
55. A resolution in writing signed by all the Committee or sub-Committee Members, as the case may be, for the time being entitled to receive notice of a meeting of the Committee or a sub-Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee or sub-Committee duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Committee or sub-Committee Members for the time being entitled to receive notice of a meeting of the Committee or sub-Committee.

#### **DISQUALIFICATION OF COMMITTEE MEMBERS**

56. The office of a Committee Member shall be vacated if the Committee Member:-
  - (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (B) becomes prohibited from being a Committee Member by reason of any order made under the Company Directors Disqualification Act 1986; or
  - (C) in the opinion of the Committee becomes incapable by reason of mental disorder of discharging his duties as a Committee Member; or
  - (D) resigns his office by notice in writing to the Association; or
  - (E) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act; or

- (F) being a Member of the Association, ceases to be a Member. Any Committee Member who is an Officer whose office as a Committee Member is vacated pursuant to the above provisions shall thereupon cease to be an Officer.
57. A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.
58. Section 293 of the Act shall not apply to the Association.

### **OBLIGATIONS OF MEMBERSHIP**

59. If a Member shall fail to observe and comply with any obligation imposed upon the Member pursuant to these Regulations, or to remedy any default within one month of receiving notice of a resolution of the Committee drawing the attention of the Member to such default and requiring the Member to remedy it, or in the event of a complaint being made to the effect that any Member shall have committed any breach of these Regulations or at any time (whether before or after election as a Member) has been guilty of improper conduct or unfair dealings of any kind in the course of business or has been guilty of conduct detrimental to the honour, interest or objects of the Association or calculated to bring the business or profession of its Members into disrepute or has become guilty of discreditable conduct generally, or has become bankrupt or gone into liquidation, or in the event of a member ceasing to qualify for appointment by the President of the Royal Institution of Chartered Surveyors as a dispute resolver, the matter shall be referred by the Honorary Secretary to the Committee who may expel that Member from the Association.
60. The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his death, bankruptcy or liquidation (whether voluntary or otherwise).
61. Membership of the Association shall cease forthwith:-
- (A) on a Member submitting his resignation in writing to the Honorary Secretary provided that a Member who is subject to disciplinary proceedings under the provisions of these Regulations shall not be deemed to have resigned until such proceedings are finally concluded;
  - (B) on non-payment of subscription as provided by Article 13;
  - (C) on expulsion pursuant to Article 60.
62. Members shall at all times comply with these Regulations and any Regulations made hereunder.
63. It shall be the duty of every Member on any request in that behalf by the Committee to give such information as the Committee may from time to time require in connection with that Member's business or the business of any partnership or body corporate of which the Member is a representative.

## **THE SEAL**

64. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Honorary Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

## **AUDIT**

65. Once at least in every year the accounts of the Association shall be examined and an audit opinion on the income and expenditure account and balance sheet be obtained from one or more properly qualified Auditor or Auditors.
66. Auditors shall be appointed and their duties regulated in accordance with Sections 235 to 237 and 384 to 394A of the Act.

## **ACCOUNTS**

67. The Committee shall cause accounting records to be kept in accordance with Sections 221 to 222 of the Act.
68. The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Committee Members and other officers of the Association.
69. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members, not being Committee Members of the Association, and no Member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.
70. At the Annual General Meeting in every year the Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such income and expenditure account and balance sheet shall be accompanied by proper reports of the Committee and the Auditors and copies of such accounts, 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 be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection before the meeting as required by Section 241 of the Act.

## **NOTICES**

71. A notice may be given by the Association to any Member either electronically or personally or by sending it by post to him or to his registered address or to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice by first-class post, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of first-class post. Where a notice of a meeting may be given by electronic means, any such notice sent by email shall be deemed to be delivered 24 hours after being sent. Any such notice posted on the Association's website shall be deemed received by Members 24 hours after an email has been sent to them notifying them of the availability of the notice on the website.
72. Notice of every General Meeting of the Association shall be given in any manner hereinbefore authorised to:-
- (A) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notice to them;
  - (B) the Auditor for the time being of the Association; and
  - (C) every Committee Member.

No other person shall be entitled to receive notices of General Meetings.

## **INDEMNITY**

73. Subject to the provisions of the Act but without prejudice to any indemnity to which the Committee Member or other officer may otherwise be entitled every Committee Member or other officer of the Association shall be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, which relates to anything done or omitted by him as an officer or employee of the Association and, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application on 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 Association.
74. The Association may purchase and maintain for any Committee Member or other officer of the Association insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

## **WINDING-UP**

75. If upon the winding-up or dissolution of the Association, 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 Association, but shall be given or transferred to some other institution or institutions, not formed or carrying on business for profit having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Amended, as agreed AGM 13<sup>th</sup> May 2011.