

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

WHEELCHAIR ACCESSIBLE VEHICLE CONVERTERS' ASSOCIATION

1. **The company's name is WHEELCHAIR ACCESSIBLE VEHICLE CONVERTERS' ASSOCIATION** (and in this document it is called the "Association").

Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Association;

"the articles" means the Association's articles of association;

"the Association" means the company intended to be regulated by the articles;

"authorised representative" shall have the meaning given in article 23(1);

"board" means the board of directors;

"clear days" in relation to the period of a notice means a 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;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;

"corporate member" means a member that is a body corporate;

"the directors" means the directors of the Association;

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

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

“the memorandum” means the Association’s memorandum of association;

“officers” includes the directors and the secretary (if any);

“person” means a natural person or body corporate;

“the seal” means the common seal of the Association if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Association;

“the United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

These articles apply to the exclusion of the Model Articles for Private Companies Limited by Guarantee contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229).

Liability of members

3. The liability of the members is limited to a sum not exceeding £10 each, being the amount that each member of the Association promises, if the Association is dissolved while he, she or it is a member or within twelve months after he, she or it ceases to be a member, to contribute towards the payment of the debts and liabilities of the Association incurred before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The Association’s objects (“Objects”) are specifically restricted to the following:
 - (1) to represent and promote the interests of the wheelchair accessible vehicle industry and its customers;

- (2) to consider issues affecting the interests of the wheelchair accessible vehicle market at large, or the alteration or administration of standards affecting this market;
- (3) to initiate and promote legislation with a view to attaining any object of the Association;
- (4) to call for, to support or to oppose legislation or changes in professional practice relating to the conversion or manufacture of wheelchair accessible vehicles, and appear in support of any petition to Parliament;
- (5) to deal with national, regional or local organisations with common interests and with any other person or persons in support of the Association's objects;
- (6) to disseminate professional and other information to members of the Association;
- (7) to subscribe to and promote the aims and objects of any association or other body whose aims are consistent with those of the Association or where it would be conducive to the interests of the Association or to the attainment of the objects of the Association to do so.

Powers

5. The Association has power to do anything which is calculated to further its object(s) or is conducive or incidental to doing so. In particular, the Association has power:
 - (1) to raise funds;
 - (2) to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
 - (4) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
 - (5) to co-operate with other organisations, bodies and statutory authorities and to exchange information and advice with them;
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;

- (7) to print and publish any newsletter, periodical, leaflet or other publication;
- (8) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisations with which the Association is authorised to amalgamate;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Association;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Association to be held in the name of a nominee;
- (11) to pay out of the funds of the Association the costs of forming and registering the Association; and
- (12) to establish or acquire subsidiary companies.

Application of income and property

Universal clauses

- 6. (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent:
 - (a) a member receiving a benefit from the Association in accordance with the Objects;
 - (b) payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or other person, in return for any services actually rendered to the Association;
 - (c) payment of interest at a reasonable commercial rate (not exceeding such rate as may from time to time be determined by the board) on money borrowed from a member of the Association; or

- (c) payment of a reasonable and proper rent for any premises let by a member of the Association to the Association.

Members

- 7. (1) The subscribers to the memorandum are the first members of the Association.
- (2) Membership is open to other persons who:
 - (a) apply to the Association in the form required by the directors; and
 - (b) are approved in accordance with the rules and bye laws of the Association from time to time.
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members.

Rights of members and classes of membership

- 8. (1) All members shall be entitled to all such information and advice with regard to the Objects as the Association or any of its officers may be able to supply.
- (2) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (3) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (4) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (5) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

9. Membership is terminated if:
- (1) the member is a corporate member and such corporate member ceases to exist;
 - (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Association is not paid in full within three months of it falling due;
 - (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Association that such membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting; or
 - (5) an event occurs which, pursuant to the rules and bye laws of the Association from time to time, causes membership to terminate automatically.

General meetings

10. (1) The Association must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
11. The directors may call a general meeting at any time.

Notice of general meetings

12. (1) The minimum period of notice required to hold a general meeting of the Association is fourteen clear days.

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
 - (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and articles 19 and 19A.
 - (4) The notice must be given to all the members and to the directors and auditors.
13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

Proceedings at general meetings

14. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) 7 members present in person or by proxy or by authorised representative and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one third of the total membership at the time
- whichever is the greater.
- (3) The authorised representative of a corporate member shall be counted in the quorum.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy or by authorised representative at that time shall constitute the quorum for that meeting.
16.
 - (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
 - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
 - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
 - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy or by authorised representative and entitled to vote must choose one of their number to chair the meeting.
17.
 - (1) The members present in person or by proxy or by authorised representative at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
18.
 - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy or by authorised representative and having the right to vote at the meeting; or

- (c) by a member or members present in person or by proxy or by authorised representative representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

19. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 19A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

20. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a corporate member its authorised representative may signify its agreement.

Votes of members

21. Subject to article 8, every member shall have one vote on a show of hands and on a poll.
22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
23. (1) Any corporate member shall nominate a person to act as its representative ("authorised representative") both at any meeting of the Association and for all other purposes to express the view of the corporate member.

- (2) The corporate member must give written notice to the Association of the name of its first authorised representative at the time when the corporate member applies for membership. Thereafter the corporate member may at any time or from time to time notify to the Association in writing a change in its authorised representative. A prior authorised representative shall only cease to be the authorised representative when a new authorised representative has been appointed and written notice of the appointment has been received by the Association. An authorised representative shall not be entitled to represent a corporate member unless and until written notice of that authorised representative's appointment has been received by the Association. The authorised representative may continue to represent the corporate member until written notice to the contrary is given to the Association.
- (3) Any written notice given to the Association will be conclusive evidence that the authorised representative is entitled to represent the corporate member by whom the authorised representative was nominated or, as the case may be, that the authorised representative's nomination has been terminated. The Association shall not be required to consider whether the authorised representative has been properly appointed by the relevant corporate member.

Directors

24. (1) A director must be a natural person aged 16 years or older, being an authorised representative of a corporate member that has been a member of the Association for at least two years prior to the date of appointment of such director.
 - (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 34.
25. Unless otherwise determined by ordinary resolution the number of directors shall be not less than 5 nor more than 8 persons.
26. The first directors shall be those persons notified to Companies House as the first directors of the Association.
27. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

28. (1) The directors shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles nor any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Appointment of directors

29. Without prejudice to the byelaws, the Association may by ordinary resolution appoint a person who is willing to act to be a director.
30. No person may be appointed a director at any general meeting unless:
 - (1) he or she is recommended by the directors; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Association is given a notice that:
 - (a) is signed by or on behalf of a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) contains the details that, if the person were to be appointed, the Association would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
31. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director.
32. Subject to article 33, the directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting under any rules and byelaws of the Association from time to time. If

not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

33. The appointment of a director, whether by the Association in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

34. A director shall cease to hold office if:
- (1) he or she ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) a bankruptcy order is made against him or her;
 - (3) a composition is made with his or her creditors generally in satisfaction of his or her debts;
 - (4) he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) he or she resigns as a director by notice to the Association (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - (6) he or she is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
 - (7) he or she ceases to be an authorised representative of a corporate member.

Remuneration of directors

35. (1) Directors may undertake any services for the Association that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine –
- (a) for their services to the Association as directors; and
 - (b) for any other service which they undertake for the Association.
- (3) Subject to the articles, a director's remuneration may –

- (a) take any form; and
 - (c) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

Directors' expenses

- (6) The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at –
- (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of debentures of the Association,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Proceedings of directors

36. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
 - (7) The directors must hold at least 4 meetings each year.
- 37.
- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by a suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
 - (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
 - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
38. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 39.
- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
 - (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 40.
- (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
 - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or

documents which are received at the registered office within the period of 28 days beginning with the circulation date.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

41. (1) The board may delegate any of its powers or functions to one or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The board may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the director(s) to whom it delegates;
 - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the board.
- (3) The board may revoke or alter a delegation.
- (4) All acts and proceedings of any director(s) to whom authority has been delegated by the board must be fully and promptly reported to the board.

Declaration of directors' interests

42. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

43. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

Validity of directors' decisions

44. (1) Subject to article 44(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 44(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 44(1), the resolution would have been void, or if the director has not complied with article 43.

Seal

45. If the Association has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

46. The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the Association;
 - (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

47. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

Means of communications to be used

48. (1) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
49. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
50. (1) The Association must give any notice to a member either:

- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
51. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
52. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

53. (1) The Association may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant director" means any director or former director of the Association.
54. The Association may indemnify an auditor against any liability incurred by him or her or it
- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

- (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Insurance

- 55. (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article –
 - (a) a “relevant director” means any director or former director of the Association or an associated company;
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company; and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Rules

- 56. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another, and to the Association’s employees and volunteers;

- (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association.
 - (5) The rules or bye laws shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

- 57. (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any association or charities for purposes similar to the Objects; or
 - (c) to any association or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Association, the directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any association or charities for purposes similar to the Objects; or

- (c) to any association or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association and if no resolution in accordance with article 57(1) or 57(2) (as applicable) is passed by the members or the directors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Charity Commission for England and Wales.