



**Dudley Federation of Tenants & Residents Associations**

**1 St Giles Street, Netherton DY2 0PR**

**01384 868010 -- [www.dftra.org.uk](http://www.dftra.org.uk) -- [info@dftra.org.uk](mailto:info@dftra.org.uk)**

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## **The Companies Acts 2006 and any subsequent amendment to the Act Company Limited by Guarantee and not having a Share Capital**

### **Articles of Association of**

### **Dudley Federation of Tenants and Residents Associations**

#### **Interpretation**

**1.** In these articles:

“The Company” means the company intended to be regulated by these articles;

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“The articles” means these Articles of Association of the Company;

“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 is to take effect.

“Executed” includes any mode of execution;

“The memorandum” means the memorandum of association of the Company;

“Office” means the registered office of the Company;

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

‘The directors’ means the directors of the Company;

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“Employee” means anyone holding a contract of employment with the Company to perform at least eight hours a week for the Company.

“User of the services provided by the Company” means any person or organisation engaged in or benefiting from any activities under clause 4 of the Memorandum of Association.

“The United Kingdom” means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

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

#### **Declaration of directors’ interests**

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

## Conflicts of interests and conflicts of loyalties

### 3.

- (1) 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 company to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## Members

### 4.

- (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 61 shall be members of the Company. No organisation shall be admitted as a member of the Company unless their application for membership is approved by the Directors
- (2) Voting members may be
  - (a) any tenants & residents group residing in the area of benefit who is in agreement with the Objects of the Company without discrimination between persons by reference to wealth, politics, race, religion, sex, previous criminal convictions, or disability. Each tenants & residents group may appoint one individual who may represent them at meetings. Each representative will have one vote; and
  - (b) non-voting members may be any individual, company, local authority or unincorporated association which is in agreement with the Objects of the Company provided that they can be allocated to one of the following categories:
    - (i) User of the services provided by the Company
    - (ii) Employee of the Company
    - (iii) Volunteer member of the Company
    - (iv) Supporter, being individuals and organisations which are making a substantial contribution, in money or in kind to the activities of the Company
    - (v) Honorary life member of the Company, being individuals recognised by the members for their long service to DFTRA (an honorary life member can remain a voting member if they are still an active member of a tenants and residents association and nominated by that group as its representative)
- (3) Unless the Directors or the Company in general meeting shall make other provision under Article 61, the Directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than three.
- (4) A member shall cease to be a member immediately that they:
  - (a) In the opinion of the board, ceases to fulfil any of the qualifications for membership specified in Article 2 (2) above; or

- (b) Fail in the opinion of the board to pay the annual subscription or any other moneys due to the Company, or
- (c) Resign in writing to the secretary; or
- (d) Die (if an individual person); or
- (e) The organisation is wound up or goes into liquidation (if a corporate body or association)
- (f) The member is removed from membership by a resolution of the Directors in that it is in the best interests of the Company that the membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (g) 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;
  - (h) The member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

### General meetings

- 5. The Company 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 fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, or in the following year. The annual general meeting shall be held at such times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6. The Directors 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 no later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call an extraordinary general meeting, any Director or any member of the Company may call a general meeting.

### Participation in meetings by electronic means

- 7.
  - (1) A general meeting may be held by suitable electronic means as long as agreed by the Directors.
  - (2) For such meetings, Directors must ensure that participants may communicate with all the other participants.
  - (3) Any member participating at a meeting by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - (4) Meetings held by electronic means must comply with the rules for general meetings contained in articles 8-26.

### Notice of annual general meetings

- 8.
  - (1) The annual general meeting shall be determined at a general meeting of the Directors two months prior to when the annual general meeting is to be held. At least twenty-one clear days' notice of the annual general meeting will be given to all members.
  - (2) An extraordinary general meeting called for the passing of a special resolution may be called by giving at least twenty-one clear days' notice.

9. Any Director or any member of the Company may call a general meeting providing:
- (1) In the case of an annual general meeting, all the members entitled to attend and vote are notified; and
  - (2) In the case of any other meeting a majority in number of members having a right to attend and vote, a majority being not less than 75 percent 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.
10. Notice shall be given to all the members and to the Directors and auditors. 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 of that meeting.

### Proxy notices

- 11.
- (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 Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
  - (2) The Company 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

- 12.
- (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 Company by or on behalf of that person.
  - (2) An appointment under a proxy notice may be revoked by delivering to the Company 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 appointer's behalf.

## Proceedings at general meetings

13. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
14. If a quorum is not present within half an 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 Directors may determine.
15. The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he, she or they shall be chairman.
16. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
17. A Director shall, notwithstanding that he, she or they are not a member, be entitled to attend and speak at any general meeting.
18. 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. 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.
  - (1) By the chairman; or
  - (2) By at least two members having the right to vote at the meeting; or
  - (3) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been 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.
21. 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.
22. 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.
23. 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, she or they may have.
24. 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 thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

25. 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 seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### Written resolutions

- 26.
- (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 member that is an organisation, its authorised representative may signify its agreement.

### Votes of members

#### Subject to Article 2(2) every member shall have one vote.

27. No member shall be entitled to a vote at any general meeting unless all money then payable by them to the Company has been paid.
28. 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.
29. A vote given or a 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 Company 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.
30. Any organisation which is a member of the Company 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 Company, 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 Company.

### Directors

31. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 32.** The first Directors 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 Directors shall be appointed as provided subsequently in the articles.
- 33.** On an annual basis the Directors by way of a show of hands or through a secret ballot, shall decide between themselves who is to undertake the honorary roles of chairperson, vice-chairperson, secretary, treasurer (and any other named role as the Directors think fit).

### **Powers of Directors**

- 34.** Subject to the provisions of the Act, the memorandum and the articles and any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given out. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
- 35.** In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
- (1)** To expend the funds of the Company in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company 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 Company;
  - (2)** To enter into contracts on behalf of the Company.

### **Appointment and retirement of Directors**

- 36.**
- (1)** At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he, she or they shall retire;
  - (2)** In accordance with clause 33, honorary Directors (chairperson, vice-chairperson, secretary and treasurer and any other named role as the Directors think fit) to be elected or re-elected to these positions on an annual basis by way of voting through the show of hands or secret poll at the meeting of all Directors.
- 37.** Subject to the provisions of the Act, the Directors 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 Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 38.** If the Company at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
- 39.** No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (1)** he, she or they are recommended for election or re-election by the Directors; or
  - (2)** not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that: (a) is signed by a member tenants and residents association 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 company would have to file at Companies House; and (d) is signed by the person who is to be proposed to show his, her or their willingness to be appointed. Each tenants and residents association may nominate a maximum of 3 individuals to become Directors of the company.

- 40.** No person may be appointed as a Director:
- (1)** If they are under the age of 18 years unless the Company is a registered company; or
  - (2)** In circumstances such that, had he, she or they already been a Director, he, she or they would have been disqualified from acting under the provision of Article 45.
- 41.** Not less than seven nor more than twenty-eight 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 Director for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he, she or they were so appointed or reappointed, to be required to be included in the Company's register of Directors.
- 42.** Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
- 43.** The Directors may through co-option appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of co-opted Directors to exceed a maximum of three. 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. If not reappointed at such annual general meeting, he, she or they shall vacate office at the conclusion thereof.
- 44.** Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed.

### **Disqualification and removal of Directors**

- 45.** A Director shall cease to hold office if he, she or they:
- (1)** ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2)** in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (3)** resigns office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (4)** is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

### **Directors' expenses**

- 46.** The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### **Directors' appointments**

- 47.** Subject to the provisions of the Act the Directors may appoint one or more of their number to the unremunerated office of managing Director or to any other unremunerated executive office under



the Company. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing Director and a Director holding any other executive office shall not be subjected to retirement by rotation.

- 48.** No Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.

### **Proceedings of Directors**

- 49.**
- (1)** Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit.
  - (2)** A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
  - (3)** A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
  - (4)** 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.
- 50.** The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or three Directors, whichever is the greater.
- 51.** The Directors may act notwithstanding any vacancies in their number, but, 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.
- 52.** The Directors may appoint one of the number to be the chairman of their meeting and may at any time remove him from that office. Unless he, she or they are unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is not a Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- 53.** The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry of supervising or performing any function or duty which in the opinion of the Directors, would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Directors.
- 54.** All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.
- 55.** A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- 56.** Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Directors who shall not be related, live at the same address or be part of the same tenants and residents association.

## Secretary

- 57.** Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## Minutes

- 58.** The Directors shall keep minutes in books kept for the purpose:
- (1)** Of all appointments of officers made by the Directors; and
  - (2)** Of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

## The Seal

- 59.** The seal shall 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 or by a second Director.

## Accounts

- 60.**
- (1)** The directors must prepare for each financial year accounts as required by the Companies Acts.
  - (2)** The directors must keep accounting records as required by the Companies Act.

## Annual Report

- 61.** The Directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## Annual Return

- 62.** The Directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## Means of communication to be used

- 63.**
- (1)** Subject to the articles, anything sent or supplied by or to the company 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 company.
  - (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.
- 64.** 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.

65.

- (1) The Company may 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 his or her 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; or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
66. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

67.

- (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

68. The Company may indemnify any 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
- (1) In this article a 'relevant Director' means any Director or former Director of the Company.

### Rules

69.

- (1) The Directors 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 Company and for the purpose 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 by laws regulate:
- (a) The admission and classification of members of the Company (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.
  - (b) The conduct of members of the Company in relation to one another, and to the Company's servants;
  - (c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

