



THE COMPANIES ACT 2006

COMPANY LIMITED by GUARANTEE and not having a SHARE CAPITAL

**ARTICLES of ASSOCIATION of ST AYLES SKIFF INTERNATIONAL LIMITED**

**INTERPRETATION**

1. The regulations contained in the Model Articles of the Act shall not apply to the Company and the regulations contained in these Articles shall be the Articles of Association of the Company.

2. Except where otherwise specified, or where the context requires otherwise, in these Articles the following words and expressions shall have the meanings hereby attributed to them:

"Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"Affiliated Members" means those Members who have joined the Company pursuant to Article 5(b);

"Articles" means these Articles of Association, as altered from time to time by a special resolution of the Company;

"Auditors" mean the auditors of the Company appointed from time to time in accordance with the Act;

"Board" means the Directors or any of them acting as the board of directors of the Company;

"Chairperson" means the person elected from time to time by the Members to be Chairperson of the Company in accordance with Article 17 ;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given, or deemed to be given, and the day for which it is given or on which it is to take effect;

"Company" shall mean St Ayles Skiff International Limited;

"Director" means a director of the Company from time to time;

"Elected Directors" means those individuals elected from time to time in accordance with Article 19 to serve on the Board pursuant to these Articles;

"electronic communication" means an electronic communication (as defined in the Electronic Communications Act 2000);

"in writing" means any form or mode of representation or reproduction of words in a visible form;

"Full member" means those Members who have joined the Company pursuant to Article 5(a);

"Members" mean the Full members, Affiliated members or Associated members of the Company for the time being;

"National Class Association" means the body which encourages and regulates the use of the St Ayles Skiff within a specific geographical area.

"Non-executive Director" means an Independent person appointed from time to time pursuant to these Articles to serve on the Board;

"Registered Office" means the registered office of the Company for the time being;

"Secretary" means the person appointed from time to time by the Board to be Company Secretary of the Company in accordance with Article 48.

"Vice Chairperson" means the person appointed from time to time to be Vice Chairperson of the Company in accordance with Article 18;

3. In these Articles:

(a) when the context requires, words denoting the singular number include the plural number and vice versa, and words denoting persons include corporations;

(b) words or expressions contained in these Articles that are not defined in these Articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;

(c) subject to Article 3(b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;

(d) headings are inserted for convenience only and do not affect the construction of these Articles.

#### **OBJECTS**

4. The Company is established for the purposes expressed in its Memorandum of Association.

#### **MEMBERSHIP**

5. Subject to Article 6, the Company shall comprise of the following membership categories:

(a) Full membership - shall be available to organisations carrying out the functions of a class association for the St Ayles skiff within a defined geographical area, who have complied with the terms of admission to membership and have been elected into membership by the Board and have paid the appropriate membership fee. Attendance and voting at meetings shall be subject to Article 67 (a).

(b) Affiliated Membership – shall be available to such organisations as have complied with the membership regulations relating to the requirements of such membership as defined by the Board from time to time and have been elected into membership by the Board and have paid the appropriate membership fee. Attendance and voting at meetings shall be subject to Article 67 (b).

6. The Company can, with approval of the Board, remove any of the membership categories listed in Article 5 and / or create new membership categories.

7. Any organisation, Individual Members or body desirous of joining or affiliating to the Company will be required to submit a form which may be obtained from the Registered Office and the Company's official website, containing such information as may be required, and to lodge that form, together with such supporting documents as may be required by the Board, along with the appropriate annual membership fees. The Board shall consider the application and may at its discretion hear oral submissions from any applicant. The admission or affiliation of associations or organisations bodies or individuals shall be determined promptly by the Board. The Board shall have the power to grant or refuse admission to membership and affiliation on such terms as the Board may from time to time determine. (Admission or affiliation will not be granted unless the Company is in receipt of the appropriate annual Membership fees.)

8. The Members shall be entitled to services and benefits as provided by the Company from time to time.

9. The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Company and any rules, regulations, policies and procedures (hereinafter referred to as "Regulations") issued by the Company from time to time whether or not they have signed a written statement to that effect.

10. The Members shall pay an annual membership fee to the Company as agreed annually by the Board.

11. Any Member desiring to resign its membership shall make such intimation to the Secretary. The Member's name shall then be removed from the Register of Members whereupon he shall cease to be a Member.

12. Membership shall not be transferable and shall cease, unless otherwise determined by the Company, on the occurrence of any of the events listed below:

(a) bankruptcy of the Member; or

(b) failure to pay the appropriate membership fees by the Member; or

(c) the unanimous vote of the Members, following an act of gross misconduct; or

(d) on the compulsory or voluntary liquidation, or on the appointment of a receiver or administrator, of a Member.

#### **CHAIRPERSON and VICE CHAIRPERSON**

13. The Chairperson shall be appointed to the Board in accordance with Article 17.

14. The Vice Chairperson shall be appointed to the Board in accordance with Article 18.

15. The Chairperson will be appointed for a three year term. The Chairperson will be eligible to be appointed for a further period of three years (either immediately following the initial term or otherwise) but no individual may hold the position of Chairperson for more than six years in total. In the event of the Chairperson retiring before the end of his or her term, the other Directors shall elect from amongst themselves one of their number to chair Board meetings until such time as a new Chairperson is elected at the next annual general meeting.

#### **COMPOSITION of the BOARD**

16. Subject to the provisions of these Articles, the Board shall consist of a maximum of seven Directors comprising the following positions (with the maximum number of positions allowed indicated):

(a) one Chairperson (a Non-executive Director);

(b) two Elected Directors (elected);

(c) four Non-executive Directors (appointed).

17. Candidates for Chairperson shall be recommended to the Board by the Members. The Chairperson will be elected through a ballot or a show of hands of Members at a general meeting of the Company.

18. The Board can propose a Vice Chairperson to be appointed, who must be an existing Director and shall be appointed by election at a general meeting of the Company.

19. The Elected Directors shall be elected through a ballot or a show of hands of Members at a general meeting of the Company.

20. The elections noted in Articles 17 and 18 shall be carried out even if there is only one candidate for the role.

21. Regardless of the role on the Board designated to each Director by his or her title, each Director will be individually and jointly responsible with his or her fellow Directors for the management of the whole of the business and affairs of the Company Association.

22. Subject to Articles 16 and 23, each Director shall be appointed for a period of three years from the Board meeting at which his or her appointment is confirmed, but shall be eligible for reappointment at the end of his or her respective term of office for a further three years upon the expiry of which he or she must resign.

23. Any Director that has served for six consecutive years shall not be eligible for re-election or re-appointment until three years have elapsed from the end of their term, provided that in exceptional circumstances a Director may be re-appointed for an additional term of up to one year with the unanimous consent of the Board.

24. The Chairperson (or in his or her absence, the Vice Chairperson ) shall act as the Chairperson of the Board from time to time but, if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present at the meeting shall choose one of their number to act as the Chairperson of the meeting in his or her place.

25. No Director shall be under the age of 18.

#### **POWERS of the BOARD**

26. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company in addition to those specifically conferred on the Board in these Articles and as are not by the Act or by these Articles required to be exercised or done by the Company in general meetings.

27. The Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, regulations, bye-laws, policies and procedures for the carrying out of the objects and purposes of the Company and for the administration of the Company and for the observance of Members.

28. Alterations of the Memorandum of Association of the Company or of these Articles shall not have retrospective effect so as to invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The alteration shall however govern what is permissible from the close of the meeting at which it is passed unless some future date has been specified.

29. If the Board shall at any time be reduced in number to less than the number of Directors prescribed by or in accordance with these Articles, it shall be lawful for those Directors remaining to continue to act as the Board for the purpose of conducting the business of the Company until such time as the Board will have appointed the relevant replacement Director or Directors.

#### **PROCEEDINGS of the BOARD**

30. Subject to the provisions of these Articles, the Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four Board meetings shall be held in each calendar year.

31. The Secretary shall at any time upon the request of any one or more of the Directors summon a meeting of the Board by notice served upon all of the Directors and upon the Chairperson (or in his or her absence, the Vice Chairperson).

32. The Board shall cause minutes to be made detailing those present at every meeting of the, Board or of a committee of the Board and of the proceedings and resolutions passed thereat, which minutes shall be circulated to all Board or committee members (as the case may be). The minutes of Board meetings shall, once approved, be made available on the Company's official website, subject to the Company's confidentiality policy.

33. The quorum for meetings of the Board shall be three and for any committee formed pursuant to the provisions of these Articles shall be fixed by the Board from time to time PROVIDED that it shall never be a number less than thirty percent of the total membership of the committee. If a meeting is inquorate, the chairperson of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.

34. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by a show of hands. Each member of the Board shall be entitled to one vote, subject to Clause 67(a). In the case of an equality of votes, the chairperson of the meeting, subject to Article 76, shall be entitled to a second or casting vote. If at a quorate meeting, there is agreement by consensus, a formal vote need not be taken, and the Chairperson of the meeting may declare the motion to be passed.

35. The Board may at its discretion invite any person or persons to attend any meeting of the Board to submit reports to the Board or to advise the Board. A person so deemed to be present shall not be entitled to vote or be counted in a quorum.

36. A person entitled to be present at a meeting of the Board, or of a committee of the Board, shall be deemed to be present for all purposes if he or she is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chairperson of the meeting is present.

37. All resolutions of the Board or acts done on the authority (or apparent authority) of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or person so acting, or that he or she, or any of them, were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.

38. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.

39. Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Company in relation to a matter to be discussed at a meeting of the Board or committee of the Board, that individual shall:

- (a) declare the nature of the interest at the time or before discussion begins on the matter;
- (b) withdraw from the meeting whilst that matter (only) is discussed, unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.

40. If a question arises at a meeting of the Board, or a committee of the Board, as to whether an individual has a personal interest in any matter to be dealt with at the meeting pursuant to Article 39, the question may be referred to the Chairperson of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.

41. If a question arises at a meeting of the Board, or a committee of the Board, as to whether the Chairperson has a personal interest in any matter to be dealt with at the meeting pursuant to Article 39 the question may be referred to the members of the meeting and their ruling in relation to the chairperson shall be conclusive of the matter.

#### **COMMITTEES and SUB-COMMITTEES**

42. The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of the Company and may delegate to any such committee such powers and duties of the Board as it may think fit, including (but not limited to) the power to appoint committees and subcommittees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties.

43. These committees and sub-committees will be chaired by a Director. Each committee will consist of no fewer than three and no more than seven members. Committees shall consist of such members as the Board may think it desirable to appoint, or may be elected or appointed in accordance with regulations made by the Board taking into account the position, qualifications and experience of any such person or persons and the purpose or purposes for which any such committee has been appointed or established.

44. The Board shall have the power to remove a committee member from membership of a committee or sub-committee.

45. In the exercise of the powers so delegated, any committee and sub-committee so formed shall be governed by, and shall conduct its business in accordance with, any terms of reference and standing orders set by the Board from time to time and otherwise by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable, and so far as the same shall not be superseded by any regulations made by the Board, and shall observe any conditions and limitations attached to the delegation.

#### **DISQUALIFICATION of DIRECTORS and CASUAL VACANCIES**

46. The office of Director shall be vacated if:

- (a) he or she becomes bankrupt or a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors generally;
- (b) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (c) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (d) he or she resigns his or her office by notice in writing to the Company;
- (e) he or she ceases to hold office by virtue of any provision of the Act, or he or she becomes prohibited by law from being a Director of the Company;
- (f) he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act;
- (g) he or she shall without sufficient reason for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolve that this office be vacated ("sufficient reason" for these purposes shall be judged by the Board in its absolute discretion).

47. Subject to the provisions of section 168 of the Act, the Board members may by ordinary resolution remove any member of the Board before the expiration of his or her period of office, and may by an ordinary resolution appoint another suitably qualified person in his or her place.

#### **COMPANY SECRETARY**

48. The Company may have a Company Secretary. The Board shall appoint the Secretary.

49. The Board shall have power to remove the Secretary on such terms as the Board may from time to time determine.

#### **REMUNERATION and EXPENSES**

50. No Director shall receive paid remuneration for or in connection with the discharge of his or her duties for or on behalf of the company.

51. All Directors shall be entitled to reasonable expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties in accordance with any expenses policy established by the Board from time to time.

#### **GENERAL MEETINGS**

52. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling the meeting PROVIDED that every annual general meeting shall be held not more than fifteen months after the last preceding annual general meeting was held.

53. Members of the Company shall receive notice of general meetings.

54. The annual general meeting shall be held for the following purposes:

- (a) to receive from the Board a full statement of the accounts of the Company;
- (b) to receive from the Board a report of the activities of the Company since the previous annual general meeting;
- (c) to appoint the Company's auditors; and
- (d) to transact such other business as may be brought before the meeting.

55. All general meetings other than annual general meetings shall be called general meetings.

56. The Company Secretary shall, on the order of the Board, or at the written request of any Member entitled to vote, and who shall have the written support of no less than 25 percent of the membership entitled to vote, convene a general meeting. Such order or request must indicate the nature of the business to be transacted and shall be laid before the Chairperson (or in his or her absence, the Vice Chairperson) who shall authorise the holding of a general meeting within twenty- eight days of the receipt of such order or request.

57. There shall be given at least twenty-one clear days' notice in writing of every annual general meeting and of every general meeting called for the passing of a special resolution and fourteen clear days' notice in writing of every other general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.

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

59. The Chairperson (or in his or her absence, the Vice Chairperson) and Directors of the Board shall be invited to attend all general meetings. The Members may at any time require the Chairperson, Vice Chairperson or Directors of the Board not to attend all or any part of a general meeting where in the opinion of a majority of those voting Members attending the meeting it is desirable for the discussion and voting on any proposed resolution to take place without the presence of that Director(s), Chairperson or Vice Chairperson. Should the Chairperson (or in his or her absence, the Vice Chairperson) be asked to leave the general meeting, a new Chairperson shall be appointed by a majority of those voting Members attending the meeting, such an appointment continuing until the original Chairperson returns to the general meeting.

#### **SPECIAL BUSINESS**

60. Items of special business may be brought forward by a voting Member who shall have the written support of twenty five percent of the membership entitled to vote, or by the Board. These must be submitted in writing to the Company Secretary thirty-five days in advance of the date of the annual general meeting or, in the case of a general meeting, together with the request to hold said meeting.

61. Items of special business require the support of at least seventy-five per cent of those Members attending eligible to vote to be adopted.

#### **PROCEEDINGS at GENERAL MEETINGS**

62. All business transacted at a general meeting, and all business 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 Board and of the Company's auditors, the appointment of the auditors and the fixing of their remuneration, shall be deemed special business.

63. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty-five percent of voting Members shall form a quorum.

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

65. The Chairperson (or in his or her absence, the Vice Chairperson) shall preside as Chairperson at every general meeting, but if the Chairperson (or in his or her absence, the Vice Chairperson) shall be absent, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the same, the Members present shall choose a person who is present to preside.

66. The Chairperson of the general meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

#### **ATTENDANCE and VOTING of MEMBERS**

67. The voting and attendance of Members at general meetings shall be as follows:

(a) A Full Member shall be represented by a maximum of two individuals who shall be entitled to attend and speak at any general meeting. Every Full Member shall have one vote at a general meeting to be cast by its authorised representative(s).

(b) Affiliated Members shall be entitled to be represented by a maximum of two authorised individuals. Such individuals shall be entitled to attend and speak at any general meeting but shall have no vote. Affiliated Members which are schools can only be represented by individuals 18 years old and over.

68. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by those Members present and entitled to vote, unless a poll is called in accordance with the Articles.

69. A poll on a resolution may be demanded:

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution, or immediately after the result of a show of hands on that resolution is declared.

70. A poll may be demanded by:

(a) the Chairperson of the meeting;

(b) the Directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

71. A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken, and

(b) the Chairperson of the meeting consents to the withdrawal.

72. A declaration by the Chairperson of the general meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

73. Subject to the provisions of Article 74, if a poll is demanded pursuant to the Articles, it may be taken immediately or at such time and place, and in such manner, as the chairperson of the meeting shall direct as long as it is held within thirty days of the general meeting at which the poll was demanded, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. If the date and time of the poll is not determined at the general meeting at which the poll was requested then the chairperson shall give the Members at least seven clear days' notice of the date of the poll.

74. No poll shall be demanded on the election of a Chairperson of a meeting, or on a question of adjournment.

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

76. The Chairperson of the meeting may vote on all matters, only where he or she is representing a Member. In the case of an equality of votes the Chairperson of the meeting shall be entitled to a second or casting vote.

77. All acts *bona fide* done by any general meeting, or by any person representing a Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, or that he or she or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

78. No Member shall be entitled to vote at any general meeting unless all appropriate membership fees have been paid to the Company Association.

79. Any Member entitled to vote at a general meeting shall be entitled to appoint another person (whether a Member or not) as his or her proxy to attend and vote instead of the Member and any proxy so appointed shall have the same right as the Member to speak at the meeting.

80. On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing, either under seal of the Member or under the hand of an officer duly authorised by the Member.

81. The instrument appointing a proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be as valid.

82. Subject to the provisions of sections 288, 289, 296, and 355 of the Act, a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which it was present shall be as valid and effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed on behalf of a Member and if described as a special resolution or an extraordinary resolution it shall have effect accordingly.

#### **AUDITORS**

83. The Board shall cause accounting records of the Company to be kept in accordance with Section 386 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).

84. Accounting records shall be kept at the Registered Office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

85. At the annual general meeting in every year the Board shall present a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or

attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

#### **AUDIT**

86. Once at least in every year the accounts of the Company shall be examined and audited and the correctness of the income and expenditure account and balance sheet ascertained.

87. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

88. A notice may be served by the Company upon any Member by whichever of the following methods it may in its absolute discretion determine:

- (a) personally by handing the same to an officer of the Member or leaving it at the principal place of business of the Member;
- (b) by sending it through the post in a prepaid envelope addressed to the Member at its address as appearing in the Register of Members of the Association; or
- (c) by using electronic communications to an address for the time being notified to the Association by the Member.

89. Unless otherwise provided for in these Articles, a Member shall send any notice or other document pursuant to these Articles to the Company by whichever of the following methods he or she may in his or her absolute discretion determine:

- (a) by sending it through the post in a prepaid envelope addressed to the Registered Office;
- (b) by leaving the notice at the Registered Office; or
- (c) by using electronic communications to an address for the time being notified by the Company.

90. A Board member present at a Board meeting shall be deemed to have been sent a proper notice of that Board meeting.

91. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the addressee:

- (a) if sent by first class post, special delivery post or airmail on the day following that on which it was posted;
- (b) if personally, immediately; or
- (c) if contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

#### **INDEMNITY**

92. Subject to the provisions of the Act, every officer or employee of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to the Company, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

#### **DISTRIBUTIONS**

93. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Company's Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to the Members save upon a winding up whereupon any surplus assets will be distributed to affiliated national associations with similar objects in the proportion to the size of their membership.

#### **AMENDMENT of the ARTICLES**

94. These Articles shall be amended only in accordance with the Act.