

Company no. 01806863

The Companies Act 2006

THURSDAY



**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
NEW
ARTICLES OF ASSOCIATION**

of

**THE ASSOCIATION OF BRITISH ORCHESTRAS
(As adopted by Special Resolution passed on 12 November 2019)**

GENERAL

1 In these Articles of Association the following words shall have the following respective meaning:

“Act”

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time

“Articles”

These Articles of Association

“The Association”

The Association of British Orchestras

“Auditors”

The auditors for the time being appointed by the Association

“Board”

The Board of the Association, collectively the Board and individually a Director

“Body” or “bodies”

Shall include an association or associations whether incorporated or not.

“Clear days”

In relation to a period of notice means the period excluding the day on which 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

“In writing”

Written, printed or any other mode of representing or reproducing words in a visible form or partly one and partly another

“Members”

Such Bodies as are for the time being Full Members of the Association within the meaning of Article 7.1 and having the right to vote at general meetings of the Association

“Month”

Calendar month

“Office”

The registered office of the Association

“United Kingdom”

Great Britain and Northern Ireland

- 1.1 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.
- 1.2 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
- 2 The objects for which the Association is established are:-
 - 2.1 To take over, undertake and carry on the functions, assets and liabilities of the existing unincorporated trust called "THE ASSOCIATION OF BRITISH ORCHESTRAS" and for that purpose to do all of the following acts and things:
 - 2.1.1 To promote public interest in and support for British Orchestras and their work by all available means.
 - 2.1.2 To negotiate on behalf of member orchestras and of orchestras generally with *government departments and other organisations for the provision of finance or facilities for orchestral performances and with individuals or organisations of orchestral players and others on matters relating to the performance of orchestral works remuneration and conditions of work.*
 - 2.1.3 To mediate in and assist in the settlement of disputes or differences arising between orchestras or between orchestras and performers.
 - 2.1.4 To promote maintain uphold and develop standards of orchestral music in Great Britain and elsewhere.
 - 2.1.5 To establish liaison between members for the purpose of the exchange of views and information on matters of common interest concerning orchestral management and organisation in the musical profession and for the voluntary regulation of procedures in the orchestral profession to ensure its orderly development.
 - 2.1.6 To conduct research into any matters of interest to the Association or any of its members, to publish and circulate information of interest to members and to

establish or participate in the creation of a library for the benefit of members of the Association and such other persons as the Association shall decide.

- 2.1.7 To establish or carry on or participate in the business of printing or publishing newspapers, books pamphlets or publications of any kind whatsoever, including recording on tape, film or other media and whether relating to music or to the orchestral profession or for any other purpose furthering the objects of the Association.
- 2.1.8 To provide legal advice to members and to support or oppose any legal or other proceedings affecting the Association or its members, to promote or oppose bills in Parliament or measures affecting the Association or its members or the orchestral profession generally.
- 2.2 To purchase, take on, lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- 2.3 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- 2.4 To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- 2.5 To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- 2.6 To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 2.7 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- 2.8 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- 3 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, nor prevent the payment of interest at a rate not exceeding 6% per cent, on money lent or reasonable and proper rent on premises demised or let by any member to the Association, but so that no Director shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Director, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any other Company of which a Director may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 4 The liability of the members is limited.
- 5 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.
- 6 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

MEMBERS

- 7 The Association shall have five classes of member:
 - 7.1 Full Members, being such Bodies that are professional orchestras in the United Kingdom shall from time to time be admitted to Full Membership of the Association by the Board;
 - 7.2 Associate Members, being such Bodies concerned in or for the promotion of public orchestral performances which do not engage a substantial number of professional orchestral musicians, or which are professional orchestras not located in the United Kingdom;
 - 7.3 Affiliate Members, being such Bodies involved with the presentation, support and commissioning of the work of the Association and its Full Members, such as funding agencies, broadcasters, festivals and venues;
 - 7.4 Corporate Members, being such Bodies supporting the aims of the Association;
 - 7.5 Honorary Members, being any individual supporting the aims of the Association who is granted Honorary membership by the Board.
- 8 The maximum number of members is two hundred but the Board may from time to time register an increase in the maximum number of members.
- 9 The method of admission to Associate, Affiliate, Corporate or Honorary Membership, the entitlement of any Body or individual to be so admitted and the terms of Associate, Affiliate, Corporate or Honorary Membership shall be such as may be determined by the Board but neither Associate, Affiliate, Corporate nor Honorary Members shall be entitled to vote at meetings of the Association.
- 10 Every member shall, or being a Body shall procure that its duly authorised representative shall, sign a written consent to become a member.
- 11 Each Full, Associate, Affiliate or Corporate Member shall pay such subscription as shall from time to time be agreed upon by the Board. The Association may subsequently in General Meeting raise a supplementary levy or levies the total of which in any financial year of the Association shall not exceed 25% of any Member's, Associate Member's, Affiliate Member's or Corporate Member's subscription for that year.

- 12 The Board may with the approval of a majority of the Members in General Meeting remove the name of any Member from the Register of Members and thereupon the body so removed shall cease to be a Member and the Board may with the approval of a majority of the Members in General Meeting cancel the membership of any Associate, Affiliate, Corporate or Honorary Member.
- 13 The membership of any Member, Associate Member, Affiliate Member, Corporate Member or Honorary Member shall cease upon the Secretary of the Association receiving written notice of its intention to resign.

GENERAL MEETINGS

- 14 The Association 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 it.
- 15 Each Member may be represented at each meeting by not more than two representatives only one of whom shall be entitled to vote on behalf of that Member and in these Articles references to a Member or Members in connection with a meeting shall when the context admits mean and include the representative or representatives of any Member present at that meeting.
- 16 The Association may from time to time hold further General Meetings being meetings of the Association at which resolutions may be proposed discussed passed or rejected as hereinafter provided.
- 17 The Board may whenever they think fit convene a General Meeting and General Meetings shall also be convened on the requisition of Members pursuant to the provisions of the Act.
- 18 At least fourteen clear days' notice in writing of every General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of 90% of the Members having the right to attend and vote thereat, a meeting may be convened by such notice as those Members may think fit.
- 19 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any Member entitled to receive notice or any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 20 There shall be a chairman of the Association ("the Chairman") appointed by the Board from one of their number who is a nominated representative of a Member. The Chairman shall hold office for a period of three years and shall not be subject to the provisions of Article 43 (a) or (b) hereof. A Director elected Chairman in the fourth, fifth or sixth year of his or her membership of the Board shall not be subject to the provisions of Article 43 (b).
- 21 All business shall be deemed special that is transacted at a 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 Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 22 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 seven Members personally present and entitled to vote shall be a quorum.

- 23 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 so present as aforesaid shall be a quorum.
- 24 The Chairman shall preside as chairman at every General Meeting, but if there be no Chairman, or if at any meeting he is not be present within fifteen minutes after the time appointed for holding a meeting, or shall be unwilling to preside, the Members present shall choose some member of the Board or if no such member be present, or if all such members present decline to take the chair, they shall choose some Member who shall be present to preside at that meeting.
- 25 The Chairman may, with the consent of any meeting at which a quorum is present, (and shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an 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.
- 26 At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the 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. The demand for a poll may be withdrawn, before the poll is taken. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for a poll is made.
- 27 Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any elections to positions of responsibility shall be conducted by closed ballot following nominations as prescribed from time to time by the Board.
- 28 No poll shall be demanded on the election of a Chairman of the meeting, or on any question of adjournment.
- 29 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 30 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 31 Subject as provided in Article 32, every Member shall have one vote.

- 32 No person other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
- 33 Votes may be given on a poll either personally or by proxy. A proxy must be a Member.
- 34 The instrument appointing a proxy shall be in writing under the hand of the appointor or under the hand of some officer duly authorised in that behalf.
- 35 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof may:
- 35.1 In the case of an instrument in writing be delivered to the Secretary not less than two Clear Days before the time appointed for holding the meeting or adjourned 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 treated as valid.
- 35.2 In the case of an appointment contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications:
- 35.2.1 in the notice convening the meeting; or
- 35.2.2 in any instrument of proxy sent out by the Association in relation to the meeting; or
- 35.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting
- be received at such address not less than two Clear Days before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. In this Article "address" in relation to electronic communications, includes any number or address used for the purposes of such communications. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 36 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 37 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 38 Any organisation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise all the powers of a Member and when the person so authorised is present thereat, such organisation shall for the purpose of these Articles be deemed to be present in person at any such meeting.
- 39 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I/We [] of, []"

a Member of the Association of British Orchestras

hereby appoint [] of []'

and failing [him/her], [] of []'

to vote for me/us and on my/our behalf at the []'

[Annual, or adjourned, as

the case may be] General meeting of the []'

Association to be held on the [] day of []'

and at every adjournment thereof. []'

Signed this [] day of [] 20 []."

- 40 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 41 A resolution in writing executed by or on behalf of, in the case of an Ordinary Resolution a simple majority and in the case of a Special Resolution by at least 75% of, all Members who would have been entitled to vote upon it if it had been proposed at a General Meeting at which they were present shall have effect as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members.

THE BOARD OF DIRECTORS

- 42 Until otherwise determined by the Association in General Meeting, the Board shall consist of not less than seven nor more than twelve Directors, not less than two thirds of whom shall be nominated representatives of Members ("Nominee Directors") and not less than two of whom shall be co-opted by the Board from industries and bodies and with skills as determined by the Board.
- 43 (a) At every Annual General Meeting one-third of the Nominee Directors or if their number is not divisible by three the number nearest to one-third shall retire from office.
- (b) The Nominee Directors to retire in every year shall be those who have been longest in office since their last election but as between persons of equal seniority those to retire shall be determined by lot. Subject to Article 20, a retiring Director shall be eligible for re-election excepting any Director who has held office for six consecutive years. Directors retiring after serving for six consecutive years may seek re-election once one year has elapsed from his or her retirement.
- (c) If a Nominee Director ceases to be such nominated representative then he shall cease to be a member of the Board and his place shall be filled by the other Directors as a casual vacancy from among the nominated representatives of the Members generally.
- (d) The Association in General Meeting at which one or more Nominee Directors retire as aforesaid shall fill the vacated offices by electing thereto such person or persons from among the representatives nominated by the Members pursuant to regulations made by the Board.
- 44 (a) The Board may from time to time and at any time appoint any nominated representative of a Member as a Nominee Director, either to fill a casual vacancy or by way of addition to the number of the members of the Board, provided that

the prescribed maximum be not thereby exceeded. Any Nominee Director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

- (b) Directors co-opted under Article 42 shall hold office until the next Annual General Meeting of the Association at which time they shall resign but shall be eligible for re-election by the Board and if elected shall hold office for one year from the date of such meeting. At the expiration of such term of office such co-opted Directors shall be eligible for re-election for a further term of one year but no such co-opted Directors may serve for more than six consecutive years successively and any such co-opted Director shall not be subject to the provisions of Article 43(b) or (c) hereof.

POWERS OF THE BOARD OF DIRECTORS

- 45 The business of the Association shall be managed by the Board who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to:
- 45.1 the provisions of these Articles;
- 45.2 the provisions of the Act and any other legislation for the time being in force and affecting the Association; and
- 45.3 to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Board, provided that no regulation made by the Board shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 46 The Board for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 47 The Board shall appoint and employ a Secretary and such other officers or servants of the Association and upon such terms as to salary and otherwise as it shall think fit.

DISQUALIFICATION OF DIRECTORS

- 48 The office of a Director shall be vacated if :-
- 48.1 by notice in writing to the Association he resigns from the Board (but only if at least four Directors remain in office when the notice of resignation is to take effect); or
- 48.2 he ceases to be the nominated representative of a Member; or
- 48.3 he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986; or
- 48.4 he is removed from office by a resolution duly passed pursuant to s168 of the Act; or
- 48.5 he is absent from three consecutive meetings of the Board without the consent of the Chairman; or
- 48.6 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or

- 48.7 he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association.

Provided that no Director shall be required to vacate office nor shall any person be ineligible for appointment or re-appointed or election or re-election as a Director by reason only of his having attained a specified age.

- 49 The Association may from time to time in General Meeting increase or reduce the number of members of the Board and may make the appointments necessary for effecting any such increase.
- 50 Without prejudice to the provisions of section 168 of the Act, the Association may by Special Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another eligible person in his stead.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 51 The Directors may meet together for the dispatch of business; adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, a quorum shall be four of whom not less than three shall be Nominee Directors. Questions arising at any 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.
- 52 A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board by notice served upon all the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 53 The Chairman shall be entitled to vote and preside at all meetings of the Board at which he shall be present, but if the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.
- 54 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Directors generally.
- 55 The Board may delegate any of its powers to sub-committees consisting of such of its members as it shall think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed 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.
- 56 All acts bona fide done by any meeting of the Board or of any sub-committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be such a member.
- 57 The Board shall cause proper minutes to be made of all appointments of officers and employees made by it and of the proceedings of all meetings of the Association and of the Board and of its sub-committees, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 58 A resolution in writing signed by all the members of the Board for the time being or of any sub-committee who are entitled to receive notice of meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Directors or members of the committee as the case may be. Digital signatures and faxed signatures will suffice for the purposes of this Article.

THE SEAL

- 59 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of two Directors or a Director and the Secretary, and the Director(s) and/or the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

INVESTMENT OF FUNDS

- 60 Money of the Association not immediately required for the purposes of the Association may be invested in the name of the Association or in such other name or names as the Board may determine in any securities quoted on any Stock Exchange in the United Kingdom, the United States of America or any country of the Commonwealth or of the European Economic Community or in or upon the security of any freehold or leasehold property in the United Kingdom.

ACCOUNTS

- 61 The Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association,

to enable accounts to be prepared which comply with the relevant provisions of the Act. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

- 62 The books of account shall be kept at the 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 Board or any Director.
- 63 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
- 64 At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting, together with a proper balance sheet made up as 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 fourteen clear days before the date of the meeting, subject nevertheless to the provisions of section 434 of the Act, 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

- 65 Once at least in every year the accounts of the Association shall be examined and reported upon either by the Auditors or if no Auditors be appointed, by a reporting accountant if so required by the Act. The Auditors' or reporting accountants (if any) remuneration shall be determined by the Board.
- 66 *The Auditors (if any) shall be one or more properly qualified auditor(s) not being members of the Board and their duties shall be regulated in accordance with the Act.*

NOTICES

- 67 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice including by reference to a particular website. In this Article "address" in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 68 Save as otherwise provided by the Act, only those Members who give an address within the United Kingdom for inclusion in the register of Members shall be entitled to receive notices from the Association. Provided that any Member listed in the register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.
- 69 Any notice, if served by post, shall be deemed to have been served on the next business day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid with first class postage and posted. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent or on the day after the date it is first made available on the website and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.

INDEMNITY

- 70 Subject to the provisions of the Act:
- (a) every Director may be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by Section 232 of the Act;
 - (b) every Auditor or other officer of the Association may be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity; in the case of the Auditor to the extent permitted by Section 532 of the Act; and

- (c) every Director and other officer, member or servant of the Association (other than the Auditors) shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

RULES AND REGULATIONS

- 71 The Board may from time to time make such rules or regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Association. The Association in General Meeting shall have power to alter, add to or repeal any such rules or regulations and the Board shall adopt such means as it thinks sufficient to bring to the notice of Members all such rules or regulations, which shall be binding on all Members. Provided that no rule or regulation shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.