

ARTICLES OF ASSOCIATION
of
THE VEGETARIAN SOCIETY OF THE UNITED KINGDOM LTD

As amended by a Special Resolution of the Company dated 20.9.2003

DEFINITIONS

1. In these Articles of Association the words/phrases in the first column in the table below are to be interpreted with the meaning alongside.

WORDS/PHRASES	MEANINGS
Accounting Records	the accounting records to be kept in accordance with the Act and may be computerised or in written form.
The Act or	The Companies Act 1985 and any statutory modifications re-enactment to that Act.
Affiliated Societies	A Society affiliated under Article 9.
The Articles	These Articles of Association of the Society.
Byelaws	The Byelaws made by the Society under Article 49.
Clear Days	when referring to a Notice means the period between the day the Notice is served (by post or otherwise) and the day on which the Notice is to take effect.
The Council	The Council of Management or governing body of the Society.
Ordinary Council Member	The Council but excluding the Treasurer and Deputy Treasurer in those capacities or such other honorary positions as may be agreed from time to time.
Executed	Any method of execution.
In Writing	any method of presenting words in visible form, written, printed or transmitted by electronic means.
Directors	shall mean members of The Council
Member	A Fellow, Life Member, Millennium Member, Annual Member and any other category of Membership approved by the Council by Ordinary Resolution.
Associate Member	Non voting member
Month	Calendar month.
Officers	Treasurer, Deputy Treasurer or such other honorary positions as may be agreed from time to time. The Secretary shall be a non voting officer.
The Office	The registered office of the Society.
The Seal	The common seal of the Society.
The Secretary	The Secretary of the Society or any other person delegated to perform those duties in accordance with Article 50.
The Society	The above-named Company.
The Societies	The Vegetarian Society, The London Vegetarian Society and The British Vegetarian Youth Movement.
Standing Orders	The rules by which the Council operates.
Trustees	shall mean members of the Council
The United Kingdom	Great Britain and Northern Ireland.
Vegetarianism	Vegetarianism as defined in Clause3(i)(a) of the Memorandum of Association.

MEMBERS AND ASSOCIATES

2. i. Membership of the Society shall consist of such classes of Members as the Council may institute.
- ii. The Council may from time to time
 - a. determine the subscription payable by the Members of each class
 and
 - b. determine the rights, obligations and privileges of each class.
3. i. Full membership of the Society, which is subject to Council's approval, will only be open to people who are practicing vegetarians. In the context of qualification for membership, a practicing vegetarian is a person who does not knowingly fail to conform to the accepted practices of vegetarianism.
- ii. Every person wishing to be considered for membership must complete an application form and remit the appropriate subscription and any other fees which might be in force at the date of application.

4. The Council may elect to the status of Fellow a person whom they consider has rendered distinguished service to the vegetarian movement. Fellows hold membership for life and do not pay a membership subscription.

In the event of a Fellow acting in a manner which the Council considers is potentially or actually injurious to the good name or reputation of the Society then the Council may withdraw the status of Fellow by Ordinary Resolution.

5. The Council may in its discretion choose to accept for membership as Associate Members persons who are interested in the Society and its aims but who are not practicing vegetarians.

An application for membership must be completed and submitted with payment of the current subscription rate for Associate Members. Associates shall be granted the privileges enjoyed by other classes of Members except that they will have no entitlement to vote at any Meeting of the Society.

6. Membership or Associate Membership shall cease if:

- a. the Annual Membership subscription due is not paid within two months of the renewal date.
 - b. the Member resigns from the Society by writing to the registered office.
 - c. the Council chooses in its discretion not to accept the Member's renewal subscription for any reason.
 - d. the Council decides to expel a person from Membership due to that person's actions being considered prejudicial to the interests of the Society;
- or
- the person being no longer considered sympathetic towards the aims of the Society.

7. In the event of expulsion as described in 6 (d) above being implemented then the following procedures shall be followed:

- a. the proposed expulsion is to be a separate agenda item at the next regularly convened meeting of Council.
- b. The Member threatened with expulsion shall be notified that this Meeting has been convened and that the proposed expulsion will be considered at that Meeting.
- c. the Member concerned will be given the opportunity to respond to any accusations or statements made to Council which purport to be in support of expulsion. This response may be either in writing or by personal attendance at the Meeting.
- d. the Member must leave the Council Meeting before any motion is put or a vote is taken.
- e. Council will consider the case put before them and a resolution is to be put to the vote.
- f. the resolution put to Council to remove a member shall be carried if there is a majority of two thirds of the Council Members present and voting who are in favour of the motion.
- g. The Council will indicate its decision to the Member, in writing, within seven days of the Meeting. The Council's decision is final.

8. Membership of the Society is personal and non-transferable.

AFFILIATED SOCIETIES

9. The Council may decide to accept any group, society, association or body of persons as an affiliated society of the Society if its objects are considered by the Council to be similar to those of the Society. Such organisations may be local, regional or geographically based or may be clubs/societies associated fraternally with the vegetarian movement in the United Kingdom. To be accepted as an affiliated society the group must satisfy the Council as to its aims and objectives. No affiliated society has authority to commit the Society to any expenditure or other liability.

If any affiliated society:-

1. varies its objects so that they are no longer similar to those of the Society

or

2. fails to do any of the things specified below:

- i. to contribute to the Society such an annual affiliation fee may be set by the Council.
- ii. to hold a meeting of its Members or subscribers once a year.

- iii. in the opinion of the Council to act in the interests of the Society or further the principal objects of the Society.
- iv. refer to the Council for decision any dispute with another affiliated society.
- v. to comply with any Byelaws relating to affiliated societies which may be passed by the Council in the future then the Council may consider whether or not to dis-affiliate the affiliated society.

In the event of such consideration becoming necessary then the following procedures will be followed:

- a. the proposed dis-affiliation is to be separate agenda item at the next regularly convened meeting of Council.
- b. the affiliated society concerned will be notified that this Meeting has been convened and that the proposed dis-affiliation will be considered at that Meeting.
- c. the affiliated society concerned will have the opportunity to respond to any statements made to Council which purport to be in support of disaffiliation.
This response may be either in writing or by personal attendance at the Meeting. If by personal attendance the group representative must leave the meeting before any vote is taken or motion put.
- d. the resolution put to Council to dis-affiliate shall be put to a vote and carried if there is a majority of two thirds of the Council Members present and voting who are in favour of the motion.
- e. The Council will indicate their decision to the affiliated society, in writing, within seven days of the Meeting. The Council's decision is final.

REGIONAL ORGANISATION

- 10. The Council may set up regional organisations to further develop the Society's activities. It may prescribe additional Byelaws, not incompatible with these Articles, to regulate such bodies.

PUBLICITY

- 11. No individual Member, affiliated society, regional organisation, or group shall take any public action or make any announcement in the name of the Society or do anything directly or indirectly which suggests the approval of the Society for that action or announcement.

Members and affiliated societies are permitted to quote the facts and opinions which have been printed in campaigning or other printed materials produced officially by the Society. The source of such statements are to be attributed to the Society and not portrayed as being from the member or affiliated society.

GENERAL MEETINGS

- 12. The Council shall call an Annual General Meeting of the Society in every calendar year. The Notices calling the meeting must show the date, venue and time of the meeting. There must be no more than fifteen months between Annual General Meetings.
- 13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 14. The Council may call General Meetings. On the proper request of Members as provided for in the Act the Council shall convene a General Meeting. Unless the Council shall decide differently, such Meetings will be announced in a prominent location within the Society's regular publication. If for any reason Council cannot be convened to consider the request from Members to call a General Meeting, a Director or any Member of the Society may call a general meeting. Such a Meeting will also be announced in the Society's regular publication.

NOTICE OF GENERAL MEETINGS

- 15. There shall be at least twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution. There shall be at least fourteen days' clear notice in writing of every other General Meeting.

Notices of Meetings shall be brought to the attention of Members (and the Auditors) through such medium as the Council may choose.

Notices of Meetings shall specify the date, time and venue of the Meeting and indicate the nature of the business to be transacted at the Meeting.

- 16. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate any Resolution passed, or proceeding at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 17. No Business shall be transacted at any General Meeting unless a quorum of 15 Members is present.
- 18. At a General Meeting which has been convened on the requisition of Members, if there is not a quorum present within half an hour of the time published for the Meeting then the Meeting shall be dissolved without any business taking place. Any other General Meeting where less than 15 Members are present within half an hour of the published time of the Meeting shall be declared inquorate and be adjourned to a date, time and place as the Council shall decide. At the adjourned Meeting 15 Members present shall constitute a quorum. If no quorum exists within half an hour of the published time of the adjourned Meeting the Members present may decide, by simple majority, whether or not to proceed with the business. No business other than that indicated in the Notice of the original Meeting may be conducted at an adjourned Meeting.
- 19. If at any Annual General Meeting there are no valid nominations in accordance with Article 42, for election as officers and Council Members (or an inadequate number of valid nominations) those Members present at the Annual General Meeting may

proceed to elect from amongst themselves such Officers and Council Members as are required by these Articles. Officers and Council Members so elected shall hold office until the conclusion of the following Annual General Meeting.

- 20. All business transacted at an Extraordinary General Meeting shall be deemed special business. The business to be transacted at an Annual General Meeting shall be special business except business to:

- consider the Income and Expenditure Account and Balance Sheet;
- receive the Chairman's report;
- receive the results of the election of Trustees to the Council;
- elect Officers and Trustees to the Council under Article 42;
- consider the Auditors' Report;
- approve the appointment and fix the remuneration of the Auditors.

- 21. Subject to these Articles, the proceedings at any General Meeting shall be regulated by Standing Orders which the Council shall from time to time prescribe and which supplement these Articles. Amendments to Standing Orders may be made by Ordinary Resolution. Everyone present at General Meetings is bound to act according to the Standing Orders of the Council.

- 22. General and Extraordinary Meetings shall be chaired according to the following order of precedence:

- 1. Chairperson
- 2. Deputy Chairperson
- 3. A Council Member
- 4. A Member chosen by simple majority

In the event that no person is willing to Chair a Meeting, the Secretary of the Society shall take the Chair to conduct the Meeting.

- 23. The Chairperson may seek approval of the Meeting to an adjournment. The majority of those present at a Meeting may direct that an adjournment takes place. Adjournment can be to another date, time or place. The only business which may be transacted at an adjourned Meeting is that which was to have been dealt with at the Meeting from which the adjournment took place. Members shall not be entitled to any notice of a Meeting adjourned for less than 30 days. If a Meeting is adjourned for more than 30 days then a Notice of an Adjourned Meeting must be made in the same manner as that calling the original Meeting.

- 24. a. Proposals (other than Special or Extraordinary Resolutions), if seconded, shall be put to the Meeting by the Chairperson. Voting may be by show of hands or by secret ballot if the latter method is requested by at least two-fifths of Members present. It will be sufficient to record that the Proposal was accepted or rejected.

In the event of the Chairperson's decision on the outcome of the vote being questioned by at least one-fifth of the Members present then before the Proposition can be considered to be carried the voting procedure in 24 (b) will apply.

- b. In the event of the Chairperson's decision being questioned as in 24 (a)

or

where there is a Proposal of a Special or Extraordinary Resolution

the following voting procedure will be adopted.

- 1. The Proposition will be decided by a show of hands.
- 2. The Chairperson, or 10 or more of the Members present or one or more Members present having the proxy vote of one-tenth or more of Members may call for a secret ballot.
- 3. The result of either voting method must be declared by the Chairperson to the Meeting and recorded in the Minutes of the Meeting. In the event of the matter being decided by a show of hands it will be sufficient to record that the Proposal was carried or rejected by that method. In the event of a ballot having been conducted the number of votes for and against the Proposition must be recorded and whether or not the Proposition has been carried.

- 25. If a ballot is conducted it shall be at the time, place and in a manner as the Chairperson of the Meeting shall decide. The result of the ballot shall be deemed to be the Resolution of the Meeting at which the ballot was demanded.

- 26. No ballot shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

- 27. In the case of equality of votes, whether on a show of hands or at a ballot, the Chairperson of the meeting shall be entitled to a second or casting vote.

- 28. Conducting a ballot, whether at the time or separately, shall not prevent the Meeting continuing to transact other business.

VOTES OF MEMBERS

- 29. Subject to subsequent Articles, every Member who is 18 years of age or over, except for Associates, shall have one vote.

- 30. Registered Members may only vote, in person or by proxy, provided that they have paid the membership fee for the current year.

- 31. Votes may be recorded in a ballot either personally or by proxy. On a show of hands a Member may only record his/ her personal vote. A proxy must be a Member of the Society.

- 32. A Member wishing to appoint another Member as proxy must put his / her intention in writing,

either

- a. using the Society's proxy form (the proxy document).

or

- b. using the written format shown in Article 35 below.

33. To be valid in a ballot the proxy document must be received at the Society's registered office no later than 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which the ballot or vote is to be taken. A proxy document is valid only for twelve months.

34. A vote given in accordance with the terms of a proxy document shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the principal office of the Society before the commencement of the meeting or adjourned meeting at which the proxy is used.

35. The document appointing a proxy shall be in the following form -

"I (full name) _____
"of (full address) _____
"a Member of The Vegetarian Society with Membership Number _____
"hereby appoint (proxy Member's Name) _____
"a Member of The Vegetarian Society with Membership Number _____
"of (proxy Member's address) _____
"and falling him/her
The Chairperson of the Meeting referred to below.....

"to vote on my behalf at the
Annual / Extra-ordinary / Adjourned / General Meeting of the Society
(please delete as appropriate)
to be held on the day of 20

and at any subsequent adjournment during the validity of this proxy.

"As witness my hand this day of 20 "

Signature _____

Name (BLOCK CAPITALS) _____

Witnessed by: (Signature) _____

Name (BLOCK CAPITALS) _____

A proxy document confers authority to demand or join in demanding a poll.

36. Objections to the qualification of any voter will only be considered by the Chairperson of the Meeting at which the vote objected to is placed. Every vote not disallowed at the meeting shall be valid. In all cases of dispute the Chairperson's decision shall be final.

MANAGEMENT OF THE SOCIETY

37. There shall be a Treasurer (and Deputy Treasurer if desired) appointed for a period of one year by the Council.

THE COUNCIL

38. There shall be a Council of the Society consisting of up to fifteen Members all of whom shall be Members of the Society. All Officers shall be full members of Council, excepting paid employees of the Society.

At the first Council meeting after the Society's Annual General Meeting, the Council will appoint a Chairperson and a Deputy Chairperson from their number. The Chairperson or his/her Deputy shall preside at meetings of the full Council and may attend ex-officio any meetings of sub-committees of the Council.

The Chairperson of the Council may be removed from that office on the resolution of not less than 75% of all the Members of the Council.

The Council Members shall be Directors for all purposes of the Companies Act.

The Secretary of the Society shall, if practicable, give each Council Member at least one month's written notice of a Meeting of the Council.

ELECTION OF OFFICERS AND COUNCIL MEMBERS

39. The Council may appoint any Member of the Society to fill a casual vacancy in an office or in the Council and may co-opt a Member to increase the number of ordinary Members of Council. A Member appointed or co-opted in this way shall continue in office until the next elections are due.

40. The Council will seek nominations from Members by notification in the Society's journal or other means determined by Council. One third, or a number nearest one third, of the Council Members will retire at the Annual General Meeting, this proportion being determined on the following basis:

firstly, those Members who choose to retire or are required to retire under rule 45 and any Member appointed under Rule 39;

secondly, those who have been longest in office since their last election.

If there are more Members of Council in this second category of retirees than required then the decision as to which person or persons stand down will be determined by lot.

41. A retiring Council member shall be eligible for re-election subject to the requirements of article 45.

42. A member seeking election to the Council must submit a valid Nomination Paper to the Secretary by a date determined by the Council. The Council shall from time to time make Byelaws as to the machinery and system of elections which must be by postal ballot.

To be valid the nomination must :-

a. bear the names, addresses, Membership numbers and signatures of the mover, seconder and the candidate.

b. be moved, seconded and refer to candidates who are all qualified to attend and vote at the Annual General Meeting immediately preceding the Annual meeting to which the election will be reported.

Nominees may submit succinct information about themselves which shall be published to the Members in accordance with the then current Byelaws, the Council reserves the right to reject inappropriate material.

The election results shall be announced at the Annual General Meeting of the Society or as otherwise determined by the Council.

43. The election of Members to the Council shall be by a postal vote of all full Members, details of all candidates having been circulated as part of the Society's Annual Report or in any other form as the Council shall determine. The successful candidates shall be those that obtain the highest number of votes. In the event of a tie, the winner shall be chosen by lot.

44. No person who is not a Member of the Society shall in any circumstances be eligible to hold office as a Member of the Council.

45. No person shall be appointed a Member of the Council of the Society who has attained the age of eighty. A Council Member shall vacate his/her office at the next Annual General Meeting after s/he attains the age of eighty.

Provided that a person may be appointed as a Council Member (and may continue in office) after attaining any age (and shall not be required to retire on reaching the age of 80) if:-

a. special notice is given to the Society and its Members stating the age of the person to whom it applies; and,

b. the Society in General Meeting approves the appointment (or continuation).

Nothing in this article shall allow a Member to avoid the requirements to stand for election in accordance with Article 40.

POWERS OF THE COUNCIL

46. a. The Society shall be managed by the Council, the Council may exercise all the power of the Society, subject to any requirements demanded by Statute, these Articles or the decisions made at a General Meeting of the Members. Decisions made at a General Meeting cannot be held to be retrospective or invalidate Council's valid actions.

b. The Council may decide to delegate powers and functions to sub-committees or working parties. No sub-committee may incur costs or commit the Society to any liability unless it has the prior approval of the full Council.

The Council may from time to time produce Byelaws to regulate the operating and reporting procedures of the sub-committees it appoints. In all circumstances sub-committees shall be subordinate to the Council.

The Chairperson will be an ex-officio member of all sub-committees of the Council.

47. In the event that the membership of the Council is reduced to less than seven Members then their powers will be restricted to admitting new Members to the Society, filling vacancies to the Council by co-option under Rule 39 or convening a General Meeting of the Society.

Unless otherwise stated to the contrary, all decisions of and discretion exercised by the Council shall be made by simple majority vote.

BORROWING

48. The Council may exercise the power of the Society to borrow money, enter into guarantees and indemnities, mortgage or charge its undertaking and property, issue debentures, debenture stock and other securities, as security for any debt, liability or obligation of the Society.

BYELAWS

49. The Council shall have power to adopt, make, alter or revoke Byelaws for the conduct and day-to-day operation of the Society and in furtherance of the purposes for which the Society is established, provided that such Byelaws are not contradictory to the Memorandum or Articles of Association.

Byelaws may also be made to cover (amongst other things) the conditions under which other societies or local groups may become affiliated, conditions for the acceptance and removal of any type of membership, the fees associated with membership, the activities and conduct of any group of Members which might be set up for any reason, and relating to the duties and responsibilities of the Chief Executive Officer and Staff of the Society

Byelaws shall be binding on all Members until they are revised by Council or set aside by Special Resolution of the Society.

A copy of the current Byelaws shall be supplied, on request, to any Member.

SECRETARY AND STAFF

50. The Secretary shall be appointed by the Council for such term, at such remuneration and on such conditions as they may think fit. Any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

The Council may appoint an Assistant Secretary and any person so appointed may act in place of the Secretary when there is no Secretary or s/he is incapable of acting.

The Council shall have the sole power of appointing and removing paid staff of the Society unless it has delegated the responsibility.

No former employee of the Society (or subsidiaries) shall be eligible for Membership of the Council or any sub-committee for a period of two years following the cessation of their employment except at the absolute discretion of the Council.

No former Council Member shall be eligible for an appointment to the staff of the Society within a period of two years following the cessation of their membership of the Council except at the absolute discretion of the Council.

THE SEAL

51. The Seal of the Society shall only be affixed to a document with the authority of a Resolution of the Council or of a committee of Council Members authorised by the Council to act on their behalf. The Seal shall only be affixed in the presence of at least one Member of the Council and the Secretary both of whom will sign the Document to which the Seal has been affixed.

When dealing with any purchaser or person dealing bona fide with the Society such signatures will be conclusive evidence that the Seal has been properly affixed.

DISQUALIFICATION OF COUNCIL MEMBERS

52. The office of a Member of the Council shall be vacated if

- a. s/he becomes bankrupt or a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors; or
- b. s/he becomes of unsound mind; or
- c. s/he ceases to be a Member of the Society; or
- d. s/he resigns his/her office in writing.
- e. if s/he ceases to be a Director by virtue of any provision of the Act; or s/he becomes prohibited by law from being a Director; or
- f. if s/he has been absent from two consecutive meetings of the Council without satisfactory explanation and the Directors resolve that his/her office be vacated.

REMOVAL OF MEMBERS OF THE COUNCIL

53. Subject to section 303 of the Act, the Society may by Ordinary Resolution remove any Member of the Council before the expiration of his/her period of office. The Council may by Ordinary Resolution co-opt a qualified Member in his/her place but any person so co-opted shall remain in office only until the next regular elections to Council.

54. The Council shall have the power to remove from the Council a Member who

- a. has conducted him/herself in a manner which, in the opinion of the Council, is prejudicial to the interests of the Society or unfits him/her for Membership of the Council, or
- b. has by any act or conduct brought to the attention of the Council that s/he is no longer in sympathy with the aims and objects of the Society as declared in Clause 3 of the Memorandum of Association of the Society.

To enact removal of a Member in the circumstances described above

- a. a Council Meeting must be specially convened giving 28 days' notice of the date, time and place of the Meeting
- b. the Notice convening the Meeting must have an agenda item clearly relating to the motion to be considered
- c. the Member concerned shall be permitted to defend him/herself in writing and/or be present at the Meeting and be heard in his/her own defence.
- d. removal will only be effected if a Resolution is passed by the Meeting with a majority of three-quarters of the Members present and voting.

PROCEEDINGS OF THE COUNCIL

55. The Council may meet to conduct and transact business, adjourn or otherwise regulate their meetings as it sees fit. Unless otherwise determined by the Council in Standing Orders, seven shall be quorum. The Council shall meet not less than four times per annum. Motions put at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

56. On the request of four or more Members of the Council the Secretary shall, at any time, convene a meeting of the Council by serving a Notice on all Members of the Council. A minimum of 28 days notice shall be given for all Council meetings.

57. The procedures to be adopted at Council Meetings will be incorporated into Standing Orders. In cases of interpretation or dispute the Chairperson's decision will be final.

Revisions to and amendments of Standing Orders will be subject to a majority vote.

58. A Council Member shall declare an interest when Council proceeds to discuss or transact business in which s/he has any outside involvement.

A Council Member shall not vote at a Council meeting on any resolution concerning a matter in which s/he has, directly or indirectly, any interest and/or which conflicts or may conflict with the interests of the Society.

For the purposes of this Article an interest of a person who is connected with a Council Member in any way shall be treated as an interest of the Council Member.

59. A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution in which s/he is not entitled to vote.

60. The Council shall ensure Minutes are recorded of:

- all appointments of Officers made by the Council
- the proceedings and business transacted at all meetings of the Society,
- the Council and of committees of the Council

The Minutes of any Meeting, if signed by the Chairperson of the Meeting to which the Minutes are put for approval, shall be accepted as a true and accurate record.

61. A Resolution agreed by a majority of 2/3 of Council members present in the UK shall be as valid as if it had been passed at a Meeting of the Council or such sub-committee duly convened and constituted.

ACCOUNTS

62. The accounting records shall be kept in the office, or, subject to Section 222 of the Act, at any other place as the Council shall think fit. They shall always be available for inspection by Members of the Council.

63. The Council may determine the conditions under which the accounts or other records shall be open to the inspection of Members of the Society other than Council Members. Members shall not have any right to inspect the accounts or other records except as conferred by statute, authorised by the Council or by the Society in General Meeting.

64. At every Annual General Meeting the Council shall submit a Report to the Members containing the Income and Expenditure Account for the period since the previously submitted accounts, a Balance Sheet and Reports from the Council and the Society's Auditors. The accounts presented must comply with any statutory requirements at that time in force.

NOTICES

65. A notice may be served by the Society on a Member either personally or by post to his/her address as recorded in the register of Members.

66. Notices can only be served at a United Kingdom address.

67. A Notice served by post shall be deemed to have been duly served two days following the date of posting. If it is necessary to prove service of a Notice, the Society's records shall be considered sufficient.

LIABILITY AND INDEMNITY

68. a. The Society, the Council, any sub-committee, any Member or Officer of the Society shall not be held liable for any actions or omissions of any affiliated societies or associated organisations unless such actions or omissions are expressly authorised in writing by or on behalf of the Council.

b. Subject to the provisions of the Act, these Articles and of Clause 6 of the Memorandum of Association, every Council Member, the Auditor, Secretary or other Officer of the Society shall be indemnified out of the assets of the Society against all costs, charges, losses, expenses and liabilities incurred by her/him in carrying out her/his role for the Society.

c. Subject to the provisions of the Act (and without prejudice to any indemnity to which a Council Member may otherwise be entitled) Council Members, Officers and Auditors of the Society shall be indemnified out of the assets of the Society in the following circumstances:

where liability is incurred by him/her in defending any civil or criminal proceedings in which judgment is given in his/her favour or in which he/she is acquitted

or

in connection with any successful application by her/him to a court seeking to be absolved from liability for negligence, default, breach of duty or breach of trust in any matter relating to the Society.

DISSOLUTION

69. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have the same effect in these Articles.