

ARTICLES OF ASSOCIATION
of
THE BRITISH INTERPLANETARY SOCIETY

(No. 402498)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Act	The Companies Act 1985 and any statutory modifications or re-enactments thereof for the time being in force and applying to the Society
These presents	These Articles of Association and the regulations of the Society from time to time in force.
The Society	The above-named Company.
The Council	The Council of Management of the Society for the time being.
The Office	The Registered Office of the Society.
The Seal	The Common Seal of the Society
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year unless expressly described otherwise.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Members	Applicants admitted to any grade of membership of the Society, unless the contrary is expressed.
Corporate members	Fellows of the Society entitled to attend and vote at General Meetings of the Society.
Non-Corporate Members	Members of the Society who are not entitled to attend and vote at General Meetings of the Society.

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.

2. The provisions of Section 352 of the Act shall be observed by the Society and every member of the Society shall sign a written consent to become a member before being so admitted.
3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

4. The number of members of the Society shall not be limited.
5. Every member of the Society, both as a condition of admittance to and of continuation of membership shall use his best endeavours to abide by, comply with and be bound by the terms of the Memorandum, Articles of Association and Bye Laws of the Society from time to time in force and shall:
- (a) promote the aims and objects of the Society;
 - (b) maintain the existence and integrity of the Society and the continuity and furtherance of its aims and objects; and
 - (c) in no way accept or support the abrogation or dilution of those purposes.
6. Persons who are members of the Society at the date of adoption of these Articles and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Society.
7. The Council may elect any person to membership of the Society and the entitlement of any member to receive notices of meetings, be present at, and to vote at, all General Meetings shall be subject to the provisions of Article 9.
8. Membership of the Society shall be divided into the following grades for persons having the relevant scientific technical or professional or other qualifications from time to time laid down by the Bye-Laws in relation to each grade:-
- (a) Fellow
 - (b) Member
- Provided** that in these presents (unless the context otherwise requires) the expression "member" includes the above grades of membership.
9. (a) All Fellows at the time of the adoption of these Articles shall retain their membership privileges including the entitlement to be present at, and to vote at, all General Meetings and shall be registered as Corporate members.

- (b) On election to the grade of Fellow under these Articles a person shall be entitled to all the membership privileges to which those who are Fellows at that time are entitled and shall be registered as a Corporate member.
 - (c) All new Members of the Society from the date of adoption of these Articles shall be elected to the Non-Corporate grade of Membership forthwith upon their election as a member of the Society.
 - (d) On election to the grade of Member under these Articles a person shall be entitled to all the membership privileges to which those who are Members at that time are entitled and shall be registered as a Non-Corporate member.
 - (e) All existing Members of the Society at the date of adoption of these Articles shall be entitled to retain their voting rights until such date as the Council may specify otherwise by Bye-Law provided that such date shall not, in any event, exceed ten years from such date of adoption.
 - (f) Persons admitted as Fellows of the Society pursuant to Article 8 shall be the only persons whose names shall be entered on the Register of Members of the Society. The names of Members, Patrons and Honorary Fellows and persons not otherwise Fellows appointed to any Honorary Office of the Society shall be recorded in a separate roll which shall not form part of the Register of Members and they shall not be required in a winding up of the Society to make any contribution towards the liabilities of the Society or the expenses of liquidation.
10. In addition to the payment of an annual membership subscription all members shall be required to purchase by annual subscription at least one of the periodical magazines specified by the Council in the Bye-Laws which is published from time to time by the Society. The amount of annual subscriptions in respect of both membership and magazines shall be determined by the Council. Notwithstanding anything in this Article, the Council may, from time to time, exercise such discretionary power as they may think fit in connection with the fees payable by members under this paragraph.
 11. Every member shall be entitled without payment to one Certificate of membership under the Seal of the Society which shall be dispatched to him at his registered address within two months of his election.
 12. Membership and magazine subscriptions shall be due and payable annually on the first day of January in each year.
 13. Any member being more than three months in arrears with his subscriptions shall be deemed to have resigned, without prejudice to any claim by the Society for any amounts due. The Council shall have power at their discretion to reinstate any member on such terms and conditions as they may deem fit.
 14. The rights and privileges of membership shall be personal to the member and not transferable or transmissible by his own act or by operation of law.
 15. If any member shall refuse or wilfully neglect to comply with the provisions of the Memorandum or Articles of Association

or Bye-Laws laid down by the Council from time to time, or shall be guilty of any conduct which, in the opinion of the Council is likely to be detrimental to the Society as the case may be, the right of membership may be rescinded by a majority of the Council present and voting, **Provided** that any such member may attend before them and so that if he does attend he shall be entitled to speak on his own behalf or to submit a written statement or explanation to the Council. The Executive Secretary shall, at the clear direction of the Council, give seven days' notice in writing to the member at his registered address requiring him to attend before the Council or submit such statement referred to above.

The decision of the Council shall be final.

16. Election to Patron or Honorary Fellow shall be an honour bestowable by a three-quarters majority of the Council. A Patron or Honorary Fellow shall be entitled to the privileges of membership except that he shall pay no fees or membership subscriptions and shall not be required to purchase periodical magazines published by the Society and shall have no entitlement to receive such magazines.

The number of Honorary Fellows at any one time shall be limited to ten and there shall be only one Patron.

17. The Patron or any Honorary Fellow shall be entitled to receive notices of, to be present at, and to vote at any General Meeting and shall be registered as a Corporate member.

GENERAL MEETINGS

18. The Society 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
19. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
20. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
21. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and Fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Principal Act entitled to receive such notices from the Society.
22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice, or the receipt of any incomplete notice or accompanying document by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
24. 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 ten Corporate members personally present shall be a quorum.
25. 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 Council 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.
26. The President of the Society (or a Vice-President in his absence) shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting neither the President nor any Vice-President shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Fellow of the Society present to preside.
27. 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 adjournment or of the business to be transacted at an adjourned meeting.

28. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll of the Corporate membership of the Society is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by a majority of members present in person or by proxy or by not less than five members present in person or by proxy and representing at least one-tenth of the Corporate membership 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 Society 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.

29. Subject to the provisions of Article 30, if a poll be demanded in the manner aforesaid, it shall be taken either forthwith or at such time and place or by postal ballot 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 is demanded.
30. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
31. 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.
32. 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 a poll has been demanded.

VOTES OF MEMBERS

33. Subject as hereinafter provided, every Corporate member shall have one vote.
34. Save as herein expressly provided, no member other than a Corporate member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Corporate member, at any General Meeting.
35. On a show of hands a member present only by proxy shall have no vote. A proxy must be a Corporate member.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing.
37. 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 shall be deposited at the Society's offices not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of 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 office or be known to the person nominated as proxy before the commencement of the meeting or adjourned meeting at which the proxy is used.
39. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances allow or in any other form which is usual or which the Council may approve:-

“I,
 “of
 “a Corporate member of The British Interplanetary Society
 (“hereinafter called ‘the Society’)
 “hereby appoint the Chairman of the Meeting
 (“who is also a Corporate member of the Society)
 “or failing him
 (“who is also a Corporate member of the Society) of
 “as my proxy to vote for me and on my behalf at the (Annual
 or Extraordinary or
 Adjourned, as the case may be, General Meeting of the
 Society to be
 held at on the day of 20 at
 and at every adjournment thereof.
 “I direct my proxy to vote as follows:-
 “Please indicate with an “X” in the appropriate space how
 you wish your vote(s) to be cast.

Resolution 1	For	Against
Resolution 2	For	Against

“Unless otherwise directed, the proxy will vote or abstain
 from voting as he thinks fit.”

Signed:
 Date:

COUNCIL

40. A person who is a Fellow of the Society with at least three continuous years of membership in that grade is referred to hereinafter as a qualified Fellow and no person who is not a qualified Fellow shall in any circumstance be eligible to hold office as a member of the Council.
41. The Society shall be managed by a Council of twelve qualified Fellows.
42. (a) The closing time and date in every year for the receipt at the Office of nominations for Council membership shall be 12 noon on the day 12 weeks and one day before the date appointed for the Annual General Meeting and is hereinafter referred to as the nomination deadline.
- (b) No person, whether a member of the Council retiring at the Annual General Meeting or not, shall be eligible for election or re-election to the Council unless:
 - (1) not later than the nomination deadline, there shall have been left at the registered office of the Society a notice of nomination in writing signed by two Corporate members and also notice in writing signed by the person nominated of his willingness to be elected, including the particulars which would, if he were elected or reelected to the Council, be required to be included in the Society’s Register of Directors.
 - (2) after the nomination deadline, the Council shall have decided to nominate or to approve the nomination of a person with a view to ensuring a fair election.
43. (a) At each Annual General Meeting the number of Council members that shall retire from Office shall be one-third

of their number at the time of the nomination deadline, or, if their number is not a multiple of three, then the number nearest one-third.

- (b) The members of the Council to retire in every year shall be those who have been longest in Office since their last election, but as between persons who were elected on the same day, those to retire shall (unless they otherwise agree among themselves), be determined by lot.
 - (c) A retiring member of the Council may offer himself for re-election.
 - (d) No person shall be disqualified from being or becoming a member of the Council by reason of his attaining or having attained the age of 75 years provided that his age is specified on the Council elections ballot paper.
44. (a) The Society at the meeting at which a member of the Council retires in the manner aforesaid may fill the vacant Office by electing a qualified Fellow of the Society thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such person shall have been put to the meeting and lost.
 - (b) Subject to paragraph (a) the method of election to the Council shall be prescribed by Bye-Law and shall be by postal ballot only, provided that a member of the Council who retires in the manner aforesaid shall continue in Office until the results of the election are announced.
 45. The Council may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force affecting the Society and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
 46. The Council shall have power at any time to appoint any qualified Fellow of the Society to the Council to fill a casual vacancy, but such person shall hold Office only until the next following Annual General Meeting and shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that if the number of members of the Council be less than the number required to form a quorum under these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
 47. The Council shall have power from time to time to make, alter and repeal such Bye-Laws as they deem necessary or expedient

or convenient for the proper conduct and management of the Society. The Council shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such Bye-Laws, amendments and repeals; and all such Bye-Laws so long as they shall be in force shall be binding upon the members of the Society. Provided that no Bye-Law shall be inconsistent with anything contained in the Memorandum or Articles of Association and that any Bye-Law may be set aside by a Special Resolution of the Society in General meeting.

48. The Council may, with the prior consent of a General Meeting raise or borrow money for the purposes of doing anything which may be conducive to the attainment of the Society's objects, and may secure the repayment of any sums aforesaid by mortgage or charge upon the whole or any part of the property or assets of the Society, present and future.

49. (a) Every member of the Council and any other persons shall be indemnified from the assets of the Society against all losses or liabilities which he may sustain in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 applications under section 727 of the Act in which relief is granted to him by the Court and no Member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation thereto: but this regulation shall have effect insofar as its provisions are not affected by section 310 of the Act.

(b) The Council shall have power to purchase and maintain for any such member of the Council or other person as referred to in this article, insurance against any such liability as is referred to in section 310 (1) of the Act

50. (a) If any member of the Council (or any Committee set up as hereinafter provided or any candidate for election to the Council) holds or accepts any office, place of profit, position or other interest with any organisation as a result of which a conflict of interest might foreseeably develop between the interests of the Society and such organisation, or is in any other way interested in any organisation or body whereby such a conflict might arise, he shall immediately declare the nature of the Office, place of profit, position or other interest by written notice to the next meeting of the Council or Committee (as the case may be) after he becomes aware of the possibility of such a conflict, and shall forthwith resign from the Council or Committee (as the case may be).

(b) If the Society discovers (by whatever means) that any member of the Council or Committee is holding or has accepted any office, place of profit, position or other interest with any organisation as a result of which a conflict of interest has developed between the interests of the Society and such organisation, or has in any other way become interested in any organisation or body whereby such a conflict has arisen, the Society shall use its best endeavours to ensure that that member forthwith declares the nature of his Office, place of profit, position or other interest by written notice to the next meeting of the Council

or Committee (as the case may be) and shall ensure that such member resigns forthwith.

(c) Where a member resigns as required above his attendance shall not be counted to decide whether a quorum is present.

PROCEEDINGS OF THE COUNCIL

51. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Four members personally present shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

52. On the request of a member of the Council the Executive Secretary shall summon the Council to meeting within 10 weeks of the receipt of such a request by notice served upon the several members of the Council stating the nature of the business to be discussed. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

53. The Council shall from time to time elect a President who shall be entitled to preside at all meetings of the Society, the Council and its Committees at which he shall be present, and may determine for what period he is to hold Office. The Council may also elect not more than two Vice-Presidents. If no such President or Vice-Presidents be elected, or if at any meeting neither the President nor a Vice-President be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

55. The Council may delegate any of their powers to Committees or Sub-Committees (hereinafter referred to as a "Committee") consisting of such member or members of the Council or member or members of the Society as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulation imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

Provided that no contract, agreement or undertaking involving any payment or consideration shall be binding on the Society unless such contract agreement or undertaking is signed by or otherwise evidenced by the written authorization of the Executive Secretary by direction of the Council.

And provided further that any action taken by any such Committee or Sub-Committee under such delegated powers shall be reported fully and promptly to the Council.

56. All acts bona fide done by any meeting of the Council or of

any Committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there were some defect in the appointment or continuance in Office of any such member 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 a member of the Council.

57. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if approved by 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 for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

59. (a) The Office of a member of the Council shall be vacated:-

(i) If he becomes bankrupt or makes any arrangement or composition with his creditors generally

(ii) On his death or if he becomes incapable by reason of mental disorder

(iii) If he ceases to be a Corporate member of the Society

(iv) If by notice in writing to the Society he resigns his office

(v) If he ceases to hold office by virtue of any provisions of the Act or he becomes prohibited by Law from being a Director of a Company

(vi) If he receives notice in writing from the Executive Secretary of the passing of a Council resolution in accordance with or as laid down by the Bye-Laws for the time being in force that his resignation is required provided that no such resolution may be passed unless he has served as a member of the Council for not less than six months since the date when he was elected or last elected and has had the opportunity of attending not fewer than three meetings of the Council since that date

(vii) If he is removed from office by an ordinary resolution in general meeting, of which special notice has been given, duly passed pursuant to section 303 of the Act.

59 (b) Any person who vacates office as a Member of the Council pursuant to the provisions of paragraph (vi) of Article 59 (a) shall be disqualified from seeking election to the Council for a period of five years from such vacation

of office, unless the Council shall otherwise resolve.

EXECUTIVE SECRETARY

60. (a) The Executive Secretary of the Society shall be the Principal Officer of the Society and be appointed by the Council upon such terms and subject to such conditions and at such remuneration as they may determine and for such purposes the Council may enter into an agreement with him containing such terms which shall be sealed with the seal of the Society and any Executive Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed.

(b) The Executive Secretary shall be charged with the duty of maintaining the Society and Library Archive Collections in proper condition, provided that no item designated by the Council as forming part of the Society's Archival Collection shall be sold or otherwise disposed of without the prior approval of a Resolution to be passed by not less than 75% of the vote of the Fellows of the Society, such Resolution to be decided by a poll taken by postal ballot of the Fellows of the Society only in such manner as the Council shall direct.

(c) The Council may from time to time by resolution appoint a Deputy Executive Secretary, and any person so appointed may act in place of the Executive Secretary if there be no Executive Secretary or no Executive Secretary capable of acting.

THE SEAL

61. The seal of the Society shall only be used by the authority of the Council or of a specially authorised Committee of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Executive Secretary or by a second member of the Council.

ACCOUNTS

62. The Council shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place

(b) all sales and purchases of goods by the Society

(c) the assets and liabilities of the Society.

Proper books shall be deemed not to have been 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 Society and to explain its transactions.

63. The books of account shall be kept at the Society's offices or at such other place or places as the Council shall think fit.

64. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council 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. The Auditors' report shall be open to inspection before the meeting as required by the Act.

AUDIT

65. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
66. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the Directors for such purposes.

NOTICES

67. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
68. Any member listed in the register of members with an address not within the United Kingdom, who shall from time to time give the Society 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, but, save as aforesaid and as provided by the Act, only those members in the register of members with an address within the United Kingdom shall be entitled to receive notices from the Society.
69. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been duly given at the expiration of 48 hours after the envelope containing it was posted.
70. Upon the winding up of the Society the provisions of clause 7 of the Memorandum of Association shall have effect as if the same were repeated herein.