

ARTICLES OF ASSOCIATION of

THE BRITISH INTERPLANETARY SOCIETY

(No. 402498)

GENERAL

1. In these Articles, unless the context requires otherwise:

<u>WORDS</u>	<u>MEANINGS</u>
The Act	“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
The governing documents	These Articles of Association and the Bye-Laws and any other regulations of the Society from time to time in force.
The Society	The above-named Company.
The Council	The Council 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	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
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.
Registered address	Postal or email address provided by the Member.

In all cases, words implying the singular shall include the plural, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

- The provisions of Section 113 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 admitted.
- The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

- 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 their 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
9. Provided that in the governing documents (unless the context otherwise requires) the expression “member” includes the above grades of membership.
 - 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 acceptance as a member of the Society.
 - d. On being accepted 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. 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. Honorary Fellows, Patrons, or individuals given other honorary titles will be recorded separately, will not form part of the Register of Members, and will not be required to contribute to liabilities or expenses in the event of winding up the Society.
10. As part of the annual membership subscription all members shall be able to choose to receive one of the periodical magazines specified by the Council in the Bye-Laws which is published from time to time by the Society, with the option to increase their membership subscription to receive additional magazines. 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 them by post or by email within two months of their admission.
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 their 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 their own act or by operation of law.
15. If any member refuses or wilfully neglects 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 is guilty of any conduct which, in the opinion of the Council is likely to be detrimental to the Society, the right of membership may be rescinded by a majority of the Council present and voting, provided that any such member may attend a meeting and shall be entitled to speak on their 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 their registered address requiring them to attend or submit such statement referred to above. Council shall have the right to delegate this decision to three or more Council Members at the Disciplinary Meeting. 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 they shall pay no fees or membership subscriptions. 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 303305 of the Act.
21. A minimum of twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and a minimum of fourteen days' notice in writing 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, date and time of meeting, and in the case of special business the general nature of that business, shall be given. The manner is described in the Articles and Bye Laws, and will be to such persons (including the Auditors) as are required by the governing documents 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. Except where otherwise stated in the Articles, ten Corporate members personally present shall be a quorum. General Meetings may be held electronically by video conference if the Council determines that this is the only practical method for such a meeting to take place.
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 their 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 a 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 a 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. This may be by the Chairman, 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. Unless a poll is 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, the recording of this within the Minutes of that General Meeting 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 28, if a poll be demanded in the manner aforesaid, it shall be taken either forthwith or at such time and place or by postal/electronic ballot, and in such manner as the Chairman of the meeting shall direct. 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. Except where otherwise stated, every Corporate member shall have one vote.
34. Except where otherwise stated, 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 their 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 their attorney duly authorised in writing.
37. The instrument described in Article 37 must be received by the Society not less than forty-eight hours before the time the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or else will not be 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 them (“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 they think 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. Each Member of Council will serve a three year term, and be able to serve up to three terms. A retiring Council Member who is not re-elected must wait three years before standing again.
43. 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 reelection to the Council unless not later than the nomination deadline, a notice of nomination is received by the Executive Secretary, by email or at the Registered Office. This nomination must be in writing, and signed by two Corporate members, and also signed by the person nominated confirming their willingness to be elected, including the details which would, if they were elected or reelected to the Council, be required to be included in the Society’s Register of Directors.
44. a. At each Annual General Meeting Council Members who have served three years in their current term shall retire, unless they hold the office of President, in which case they will retire following their Presidency.
- b. A retiring member of the Council may offer himself for re-election, provided that they have served no more than two terms.
- c. A Council Member may normally only serve three terms of three years each, except that:
- (1) Council Members who have already served nine years **and** are currently serving at the time of adoption of these Articles may see out the full remainder of the term they were most recently elected to serve, plus stand for election for one further term. This includes the Presidents and Vice Presidents.
 - (2) A Council Member who is elected as President will remain on Council for the full duration of their term as President, and will not be required to stand for re-election. Should they have completed their maximum term on Council, the Immediate Past President, may, at the direction of Council, be invited to attend Council as a non-voting Member of Council for the three years’ following their end of office.
 - (3) Should there be no other candidates for Council in any given year, the Council may, by exception, allow the serving of an additional term by a Council Member retiring in that given year. This must be ratified by the Corporate Members of the Society.

45. a. Following retirement described in Article 44, the Society may fill the vacant Office by electing a qualified Fellow of the Society to it. If there is no other candidate, the retiring member of the Council shall, if standing for re-election, be deemed to have been re-elected, unless at the General Meeting it is expressly resolved not to fill the 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 ensuring all voting Fellows have equal ability to vote, 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.
46. 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 the governing documents required to be exercised or done by the Society in General Meeting, subject to nevertheless to any regulations of the governing documents, 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.
47. 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 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 the governing documents, 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.
48. 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.
49. 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 assets of the Society, present and future.
50. 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 they may sustain in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any applications under section 1157 of the Act in which relief is granted to them 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 their office or in relation thereto: but this regulation shall have effect insofar as its provisions are not affected by section 234 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
to
in this article, insurance against any such liability as is referred to in section 234 of the Act
51. 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 which may lead to a conflict of interest 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, they will 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 they become aware of the possibility of such a conflict, and shall forthwith resign from the Council or Committee (as the case may be). This will be logged on the Register of Interests.
- b. If the Society discovers (by whatever means) that any member of the Council or Committee is holding or has accepted 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 their 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 their attendance shall not be counted to decide whether a quorum is present.

PROCEEDINGS OF THE COUNCIL

52. The Council may meet together (in person or by video conference) for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Four members present in person or by video conference 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.
53. 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 all members of the Council stating the nature of the business to be discussed.
54. 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 they will be present. The term of the Presidency shall normally be three years, subject to confirmation by Council. The Council may also elect not more than two Vice-Presidents. If no such President or VicePresidents 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.
55. 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.
56. 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. 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 the governing documents 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. Meetings of Committees may be in person or by video conference.

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 authorisation 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.

57. 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.
58. The Council will ensure 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.
59. 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

60. a. The Office of a member of the Council shall be vacated:-

- i. If they become bankrupt or makes any arrangement or composition with their creditors generally

- ii. On their death or if they become incapable by reason of mental disorder
 - iii. If they cease to be a Corporate member of the Society
 - iv. If by notice in writing to the Society they resign their office
 - v. If they cease to hold office by virtue of any provisions of the Act or they become prohibited by Law from being a Director of a Company
 - vi. If they receive 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 their resignation is required provided that no such resolution may be passed unless they have served as a member of the Council for not less than six months since the date when they were elected or last elected and has had the opportunity of attending not fewer than three meetings of the Council since that date
 - vii. If they are removed from office by an ordinary resolution in general meeting, of which special notice has been given, duly passed pursuant to section 168 of the Act.
 - viii. If they fail to attend three successive meetings of Council, or more than five meetings of Council in any given year, and Council resolves on this basis to remove them.
- 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

61. 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 them 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 Part 12 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

62. 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

63. The Council will ensure that proper books of account 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.

64. 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.

65. 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

66. 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.

67. 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

68. 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 their registered address as appearing in the register of members, or sending it electronically to the email address provided by the member to the Society, including where notice is given on the website of the Society and members were emailed to advise of such.

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. Similarly, proof that an email was properly addressed and sent shall be conclusive evidence that notice was given.

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.