

The Old Edwardians' Association

Articles of Association

Adopted by a special resolution dated [00 month year]

Company number 00033983

The Companies Acts 1985 to 2006

Company not having a Share Capital

Articles of Association

Adopted by a special resolution dated [00 month year]

of

The Old Edwardians' Association

1 Name

1.1 The name of the company is The Old Edwardians' Association (**Association**).

2 Registered office

2.1 The registered office of the Association is in England and Wales.

3 Objects

3.1 The objects of the Association (**Objects**) are:

3.1.1 To bring together and combine as an organised body by enrolment as Members, and to promote union and good fellowship among, all former pupils of and others connected with King Edward's School Birmingham (**the School**);

3.1.2 To promote and further the welfare of the School, to maintain or assist in maintaining the interest of all former pupils (**Old Edwardians**) and others in the work and doings of the School; and to secure the collection and expression of the opinion of Old Edwardians regarding any proposed changes in the constitution or conduct of the said School;

3.1.3 To provide funds for scholarships, bursaries and prizes of any kind for pupils attending the School and to establish or support any Association or fund relating to the School or any testimonial to or memorial of any Old Edwardian; and

3.1.4 To collect information about, and records of, Old Edwardians and the School, and to purchase or otherwise acquire, print, publish, sell, distribute, and circulate books, pamphlets, leaflets, magazines, newspapers, prints, photographs, plans or literature written by, or relating to Old Edwardians, or concerning the said School, or the Association, and to secure or acquire and hold the copyright thereof.

4 Powers

4.1 The Association has the power to do anything within the law which may promote or may help to promote the Objects.

5 Limited liability

5.1 The liability of the Members is limited to £1, being the amount each Member undertakes to contribute to the Association's assets if the Association shall be wound up while he, she or it is a Member, or within one year after he she or it ceases to be a Member, for payment of the Association's debts and liabilities contracted before he, she or it ceases to be a Member

and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

6 Not for profit

- 6.1 Subject to the provisions of Article 14.1, the income and property of the Association shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the Members of the Association.

7 Membership

- 7.1 The number of Members with which the Association is registered is unlimited.
- 7.2 The Association must maintain a register of Members.
- 7.3 The Members of the Association on the date of adoption of these Articles and such other persons who qualify for Membership in accordance with Article 7.4 and are admitted to Membership by the General Committee shall be the Members of the Association.
- 7.4 Membership of the Association is open to any:
- 7.4.1 former pupil of the School;
 - 7.4.2 current member of the teaching staff at the School who has taught at the School for two years or more;
 - 7.4.3 former member of the teaching staff at the School who taught at the School for at least two years; and
 - 7.4.4 other person admitted as an honorary member of the Association by the General Committee on such terms as it shall resolve from time to time; and
- who agrees in writing (which in accordance with Article 23 includes email) to become a Member of the Association and whose name is entered on the register of Members.
- 7.5 The General Committee shall have the right to terminate the Membership of any Member if a complaint made in writing and signed by six Members is lodged with the Chairman regarding the conduct or behaviour of any Member and the General Committee considers that such Member's continued Membership is not in the best interests of the Association, provided always that the Member shall be heard before a final decision is made.
- 7.6 Any Member expelled in pursuance of Article 7.5 shall be at liberty to appeal to a general meeting of the Association which shall be convened at his or her request by the General Committee pursuant to Article 8.2 and the decision of such general meeting shall be final. Any Member so expelled from Membership and wishing to appeal to a general meeting of the Association shall give notice in writing of such intention to the Chairman within fourteen days of the date of expulsion.
- 7.7 Notwithstanding Article 7.3, Membership is terminated if the Member concerned:
- 7.7.1 gives written notice of his resignation to the Association; or
 - 7.7.2 dies; or
 - 7.7.3 makes an arrangement or composition with his creditors and the General Committee resolve that his Membership is terminated; or
 - 7.7.4 is removed from Membership in accordance with Article 7.5.

7.8 Membership of the Association is not transferable.

8 General meetings

8.1 The Association shall hold a general meeting in every calendar year as its annual general meeting (**AGM**) and each AGM shall be held not more than fifteen months after the holding of the last preceding AGM.

8.2 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed and if a meeting is to be the Association's AGM, the written notice shall specify the meeting as such. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

8.3 A general meeting may be called at any time by the General Committee and must be called in accordance with the terms of the Act within 21 days of a written request from the Members made in accordance with the provisions of the Act.

Quorum

8.4 There is a quorum at a general meeting if six of the Members entitled to attend and vote at that meeting are present in person or by proxy. If the Association has fewer than six Members, those Members present in person or by proxy shall constitute a quorum.

8.5 If within 15 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned to such other day and at such time as the Board may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the Members present in person or through their authorised representatives or by proxy shall be a quorum.

Chairman

8.6 The Chairman or (if the Chairman is unable or unwilling to do so) some other General Committee member elected by those present shall preside as Chairman at a general meeting. The Chairman may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the Chairman shall determine.

Voting

8.7 A resolution put to the vote of a meeting will be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by:

8.7.1 the Chairman;

8.7.2 at least two Members present in person;

8.7.3 a Member or Members representing at least 10% of the total voting rights of all of the Members entitled to vote on the resolution present in person or by proxy; or

8.7.4 the General Committee.

8.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 8.9 A poll shall be taken as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.10 Except for the Chairman of the meeting, who in the event of an equality of votes has a second or casting vote, on a show of hands or a poll every Member present in person or by proxy shall have one vote.
- 8.11 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chairman of the meeting whose decision is final.

Proxy notices

- 8.12 A Member may appoint another person as his or her proxy to exercise all or any of his or her rights to speak and vote at general meetings. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

Written resolutions

- 8.13 A written resolution passed in accordance with the Act is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document). A written resolution passed under this Article will lapse if not passed before the end of six calendar months beginning with the circulation date (as defined in section 290 of the Act).

9 The General Committee

- 9.1 The General Committee members are the company directors of the Association and have control of the Association and its property and funds
- 9.2 All General Committee members shall be Members of the Association.
- 9.3 The General Committee shall consist of:
- 9.3.1 a president (**President**), a chairman (**Chairman**) and an honorary treasurer (**Treasurer**) who shall be elected by the Members in accordance with Article 9.5; and
 - 9.3.2 five other Members who shall be elected by the Members in accordance with Article 9.5; (**Elected General Committee members**); and
 - 9.3.3 other Members who shall be appointed by the General Committee in accordance with Article 9.6 (the **Co-opted General Committee members**).
- 9.4 From the date of adoption of these Articles, the existing General Committee members shall continue to hold office on their existing terms.

Elected General Committee members

- 9.5 The President, the Chairman, the Treasurer and the Elected General Committee members shall be elected by a resolution of the Members at the AGM provided that no candidate for the office of President (other than a retiring President) shall be elected by the Members without the prior approval of the General Committee.

Co-opted General Committee members

- 9.6 The Co-opted General Committee members may be appointed to the General Committee by resolution of the General Committee. The General Committee may from time to time at their discretion determine any criteria for the appointment of Co-opted General Committee members.

Vacancies on the General Committee

- 9.7 The General Committee may appoint any individual as a General Committee member to fill any vacancy on the General Committee.

Vacancy of the Chairman

- 9.8 The General Committee may appoint one of their number to act as Chairman to fill any vacancy in the office of Chairman provided that such appointment by the General Committee is approved by resolution of the Members at the next following AGM.

Terms of office

- 9.9 Subject to Articles 9.10 and 9.12:
- 9.9.1 every President, Chairman, Treasurer and Elected General Committee member shall hold office until the end of the fourth AGM of the Association following the AGM at which they were appointed, but shall be eligible for re-appointment as an Elected General Committee member at that AGM;
- 9.9.2 every Co-opted General Committee member shall hold office for a term of four years from the date of their appointment (or for such shorter term as the General Committee may determine on their appointment) but shall be eligible for re-appointment as a Co-opted General Committee member following the expiry of their term of office; and
- 9.9.3 a General Committee member appointed by the Board to fill a vacancy in accordance with Article 9.7 shall hold office until the end of the first annual general meeting following their appointment, but shall be eligible for re-appointment as an Elected or Co-opted General Committee member.
- 9.10 After a General Committee member has served two consecutive terms in office, he shall be eligible for re-election only after a year has elapsed since he retired as a General Committee member, unless the General Committee considers it would be in the best interests of the Association for such General Committee member to be eligible for re-election on his retirement for such number of further terms as the General Committee shall resolve provided that such decision by the General Committee is approved by resolution of the Members at the next following AGM.

Termination of office

- 9.11 Every General Committee member will sign a written consent to become a member of the General Committee.
- 9.12 Every General Committee member will hold office until he or she vacates office in accordance with Article 9.13.
- 9.13 A General Committee member's term of office automatically terminates if he or she:
- 9.13.1 is subject to a disqualification order by the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 and

has not obtained leave under the provisions of the appropriate Act to act as a General Committee member of the Association;

- 9.13.2 is, in the opinion of the General Committee, unable properly to fulfil his duties by reason of illness, disability or infirmity and the General Committee resolve that his office be vacated;
 - 9.13.3 is absent from half of the meetings of the General Committee in any twelve month period without the consent of the General Committee and the General Committee resolve that his office is vacated;
 - 9.13.4 is removed as a General Committee member by the Members pursuant to the Act;
 - 9.13.5 resigns by written notice to the General Committee;
 - 9.13.6 becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the Court for an interim order in respect of a voluntary arrangement;
 - 9.13.7 is convicted of an offence and the General Committee shall resolve that it is undesirable in the interests of the Association that he remains a General Committee member;
 - 9.13.8 ceases to be a Member of the Association; or
 - 9.13.9 is removed by unanimous resolution of the other General Committee members.
- 9.14 A technical defect in the appointment of a General Committee member of which the General Committee is unaware at the time does not invalidate decisions taken at a meeting of the General Committee.

10 Proceedings of the General Committee

- 10.1 The General Committee must hold at least three meetings of the General Committee each year. Any General Committee member may call a meeting of the General Committee by giving notice of the meeting to the General Committee or by authorising the Secretary (if any) to give such notice provided that:
- 10.1.1 such notice must indicate the proposed date, time and location of the meeting and, if it is anticipated that General Committee members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
 - 10.1.2 such notice must be given to each General Committee member, but need not be in writing; and
 - 10.1.3 such notice need not be given to General Committee members who waive their entitlement to notice of that meeting by giving notice to that effect to the Association not more than seven days after the date on which the meeting is held (and where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it).
- 10.2 The quorum necessary at a meeting of the General Committee shall be determined by the General Committee and unless and until otherwise determined shall be six . If the total number of General Committee members for the time being is less than the quorum required, the General Committee must not take any decision other than a decision to call a general meeting to appoint further General Committee members or to appoint further General Committee members pursuant to Article 9.7.

- 10.3 A meeting of the General Committee may be held either in person or by suitable electronic means agreed by the General Committee in which all General Committee members participating in the meeting may communicate with all the other participants. If all the General Committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 10.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other General Committee chosen by the General Committee members present will preside as Chairman at each meeting.
- 10.5 Every decision of the General Committee shall be by a simple majority of the votes cast at a meeting but a written resolution signed (or agreed to in writing) by all of the General Committee members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the General Committee and would have formed a quorum at such a meeting is as valid as a resolution passed at a meeting (and for this purpose the resolution or agreement in writing may be contained in more than one document).
- 10.6 Every General Committee member has one vote on each issue except for the Chairman of the meeting, who in the event of an equality of votes has a second or casting vote (unless the Chairman of the meeting is in accordance with these Articles not to be counted as participating in the decision-making process for quorum or voting purposes).
- 10.7 A procedural defect of which the General Committee are unaware at the time does not invalidate decisions taken at a meeting.

11 Powers of the General Committee

- 11.1 The General Committee has the following powers in the administration of the Association:
- 11.1.1 at their absolute discretion, to appoint (and remove) any person or corporate entity (who may also be a General Committee member) to act as Secretary to the Association in accordance with the Act;
- 11.1.2 to appoint a Patron, honorary Vice Presidents and other honorary officers;
- 11.1.3 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
- 11.1.4 to make rules consistent with these Articles and the Act to govern proceedings at meetings of the General Committee and of committees;
- 11.1.5 to make bye-laws or regulations consistent with these Articles and the Act to govern the administration of the Association; and
- 11.1.6 to exercise any powers of the Association which are not reserved to a general meeting.

12 Delegation

- 12.1 The General Committee may delegate to any committee consisting of two or more persons any of its functions (including any powers or discretions) for such time and on such terms of reference as it thinks fit provided that:
- 12.1.1 all proceedings of every committee must be reported promptly to the General Committee; and

12.1.2 every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of these Articles as regulate the proceedings of the General Committee so far as they are capable of applying).

12.2 The General Committee may at any time revoke any delegation in whole or part or alter its terms.

13 Advisory Board

13.1 The General Committee may establish an advisory board comprising individuals who, in the opinion of the General Committee, have relevant experience in dealing with issues affecting the Association. An advisory board shall have none of the rights or powers exercisable by a committee of the General Committee other than a power to advise the General Committee on any matters which have been referred to it by the General Committee. The members of an advisory board shall not, unless they are also General Committee members, have the duties and responsibilities of company directors. Subject to any terms and conditions expressly imposed by the General Committee, the proceedings of any advisory boards shall be governed by such of these Articles as regulate the proceedings of the General Committee so far as they are capable of applying.

14 Benefits

14.1 Nothing in Article 6.1 shall prevent the payment in good faith by the Association:

14.1.1 of remuneration to any Member or General Committee member for services rendered to the Association;

14.1.2 to any General Committee member of reasonable and proper out-of-pocket expenses;

14.1.3 of interest on money lent by a Member of the Association or a General Committee member at a commercial rate of interest;

14.1.4 of reasonable and proper rent for premises demised or let by any Member of the Association or by any General Committee member; or

14.1.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the General Committee (or any of the General Committee members) in relation to the Association.

15 Conflicts of interest

15.1 Whenever a General Committee member finds himself in a situation that is reasonably likely to give rise to a Conflict of Interest, he must declare his interest to the General Committee unless, or except to the extent that, the other General Committee members are or ought reasonably to be aware of it already.

15.2 If any question arises as to whether a General Committee member has a Conflict of Interest, the question shall be decided by a majority decision of the other General Committee members.

15.3 Whenever a matter is to be discussed at a meeting and a General Committee member has a Conflict of Interest in respect of that matter then, subject to Article 16, he must:

15.3.1 remain only for such part of the meeting as in the view of the other General Committee members is necessary to inform the debate;

- 15.3.2 not be counted in the quorum for that part of the meeting; and
- 15.3.3 withdraw during the vote and have no vote on the matter.
- 15.4 When a General Committee member has a Conflict of Interest which he has declared to the General Committee, he shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him.
- 16 General Committee's power to authorise a conflict of interest**
- 16.1 The General Committee has power to authorise a General Committee member to be in a position of Conflict of Interest provided:
- 16.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted General Committee member must comply with Article 15.3;
- 16.1.2 in authorising a Conflict of Interest, the General Committee can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the General Committee member with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and
- 16.1.3 the decision to authorise a Conflict of Interest can impose such terms as the General Committee think fit and is subject always to their right to vary or terminate the authorisation.
- 16.2 If a Conflict of Interest has been authorised by the General Committee in accordance with Article 16.1 then, even if the relevant General Committee member has been authorised to remain at the meeting by the other General Committee members, he may absent himself from meetings of the General Committee at which anything relating to that Conflict of Interest will or may be discussed.
- 16.3 A General Committee member shall not be accountable to the Association for any benefit which he or she derives from any Conflict of Interest which has been authorised by the General Committee in accordance with Article 16.1 (subject to any limits or conditions to which such approval was subject).
- 17 Register of General Committee members' interests**
- The General Committee members shall cause a register of General Committee members' interests to be kept. A General Committee member must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.
- 18 Records and accounts**
- 18.1 The General Committee must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
- 18.1.1 annual reports;
- 18.1.2 annual returns; and
- 18.1.3 annual statements of account.
- 18.2 The General Committee must keep proper records of:

- 18.2.1 all proceedings at general meetings;
 - 18.2.2 all proceedings at meetings of the General Committee (including a record of all unanimous or majority decisions taken by the General Committee for at least ten years from the date of the decision recorded);
 - 18.2.3 all reports of committees; and
 - 18.2.4 all professional advice obtained.
- 18.3 Accounting records relating to the Association must be made available for inspection by any General Committee member at any reasonable time during normal office hours.
- 18.4 A copy of the Association's latest available statement of account must be supplied on request to any General Committee member or Member, or to any other person who makes a written request and pays the Association's reasonable costs, within two months of such request.

19 Notices

- 19.1 Notices, documents, resolutions or information under these Articles may be sent or supplied to General Committee by hand, or by post or by suitable electronic means.
- 19.2 The Association may deliver a notice or other document to a Member by:
- 19.2.1 delivering it personally to the Member;
 - 19.2.2 post or hand delivery to the Member's address shown in the register of Members;
 - 19.2.3 electronic mail to an address notified by the Member in writing; or
 - 19.2.4 by means of a website in accordance with Articles 19.3 and 19.4.
- 19.3 Notices, resolutions, documents or information may be sent or supplied to Members by means of a website provided that a Member has consented to receive notices, resolutions, documents or information in that way. A Member will be deemed to have agreed to receive notices, resolutions, documents and information in this way where they have been asked individually by the Association to agree to receive notices, resolutions, documents and information through a website and the Association has not received a response within the period of 28 days beginning with the date on which the Association's request was sent. A Member is not taken to have so agreed if the Association's request did not state clearly what the effect of a failure to respond would be, or was sent less than 12 months after a previous request was made.
- 19.4 Where any notice, resolution, document or other information is to be sent or supplied by means of a website, a Member shall be notified in accordance with Articles 19.2.1, 19.2.2 or 19.2.3 of:
- 19.4.1 its presence on the website;
 - 19.4.2 the address of the website;
 - 19.4.3 the place on the website where it may be accessed; and
 - 19.4.4 how to access it.
- 19.5 Any notice, resolution, document or other information sent or supplied by means of a website shall be deemed to have been received by the Member when the notice, resolution, document or other information is first made available on the website or, if later, when the

Member is deemed to have received the notification given under Article 19.4 in accordance with the relevant provisions of 19.6.

19.6 Subject to Article 19.5, any notice given in accordance with these Articles is to be treated for all purposes as having been received:

19.6.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

19.6.2 two clear days after being sent by first class post to that address;

19.6.3 three clear days after being sent by second class or overseas post to that address;

19.6.4 on being handed to the Member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier

19.6.5 as soon as the Member acknowledges actual receipt.

19.7 A technical defect in the giving of notice of a meeting of which the General Committee is unaware at the time does not invalidate decisions taken at that meeting.

20 Indemnity

20.1 The Association may indemnify any General Committee member against any liability incurred by him in that capacity, to the extent permitted by the Act.

21 Dissolution

21.1 If upon the winding-up or dissolution of the Association there remains after provision has been made for all its liabilities any assets whatsoever, such assets shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the Objects determined by resolution of the Members of the Association at or before the time of winding-up or dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

22 Model Articles

22.1 The model articles for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Association.

23 Interpretation

23.1 In these Articles:

the Act: means the Companies Act 2006 and any provisions of the Companies Act 1985 for the time being in force

AGM: shall have the meaning given to it in Article 8.1

these Articles: means these articles of association

Association: means the company governed by these Articles

Chairman: means the Chairman of the General Committee elected by the Members in accordance with Article 9.5

clear day: means 24 hours from midnight following the relevant event

Conflict of Interest: means any Interest of a General Committee member (or any person Connected to a General Committee member) that conflicts, or may conflict, with the interests of the Association and includes a conflict of interest and duty and a conflict of duties

Connected Person: means any person falling within one of the following categories:

- (a) any spouse or civil partner of a General Committee member or a Member;
- (b) any parent, child, brother, sister, grandparent or grandchild of a General Committee member or Member who is financially dependent on such General Committee member or Member or on whom the General Committee member or Member is financially dependent;
- (c) the spouse or civil partner of any person in (b);
- (d) any other person in a relationship with a General Committee member or Member which may reasonably be regarded as equivalent to that of a spouse or civil partner;
or
- (e) any company, LLP or partnership of which a General Committee member or Member is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and

any person who is a Connected Person in relation to any General Committee member or Member is referred to in these Articles as **Connected** to that General Committee member or Member

Elected General Committee member: shall have the meaning given to it in article 9.3.2

Co-opted General Committee member: shall have the meaning given to it in article 9.3.3

General Committee: means the board of directors of the Association

General Committee member: means each of the directors of the Association under the Act (and **General Committee members** means all of the directors)

Interest: means any direct or indirect interest (and includes any interest a General Committee member or any person Connected to a General Committee member may have as a consequence of any duty he or she may owe to any other person) and where a General Committee member (or any person Connected to a General Committee member) has any such interest in any matter or situation or transaction or arrangement the General Committee member is **Interested** in it

Member and Membership: refers to the members of the Association for the purposes of, and as defined by, the Act and their membership of the Association

month: means calendar month

Objects: shall have the meaning given to it in Article 3.1

Old Edwardians: shall have the meaning given to it in Article 3.1.2

President: shall have the meaning given to it in Article 9.3.1

proxy notice: shall have the meaning given to it in Article 8.12

School: shall have the meaning given to it in Article 3.1.1

Secretary: means the secretary of the Association or if no secretary has been appointed, any person designated to carry out the duties of the secretary of the Association

Treasurer: shall have the meaning given to it in Article 9.3.1

written or in writing: refers to a legible document on paper (including a fax message) or in electronic form (including an e-mail)

year: means calendar year.

23.2 Expressions defined in the Act have the same meaning.

23.3 References to an Act of Parliament are to the relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.