

Company Number : 4245633

THE COMPANIES ACTS 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

CASE MANAGEMENT SOCIETY UK

Adopted by Special Resolution passed on 21 October 2002

GENERAL

The regulations in Table A in the Companies (Tables A to F) Regulations 1985 do not apply to the Company.

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
“address”	Includes, in relation to an electronic communication, any number or address used for the purpose of such communications.
“communication”	includes a communication comprising sounds or images or both and a communication effecting payment.
“electronic communication”	means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or <i>vice versa</i>): (a) by means of a telecommunications system (within the meaning of the Telecommunications Act 1984); or (b) by other means but while in an electronic form.
“In writing”	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

“Month”	Calendar Month.
“The Act”	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
“The Board”	The Board of Directors for the time being of the Company.
“The Company”	The above-named Company.
“The Office”	The registered office of the Company.
“The United Kingdom”	Great Britain and Northern Ireland.
“These Articles”	These Articles of Association and the regulations of the Company from time to time in force.

And 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.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

- A. Such persons as the Board shall admit to membership in accordance with the Articles shall be members of the Company.
- B. The Board may from time to time determine reasonable criteria for selecting applicants for membership of the Company, provided that in considering whether any invitation to apply for membership shall be made and whether any application for membership shall be accepted, the Board shall always consider the nature of the contribution to the purposes of the Company which might be made by the applicant and the need to ensure the effective and efficient running of the Company, and shall always consider in particular:
- (i) whether it is appropriate to increase the size of the membership at that time; and
 - (ii) the need to ensure that the membership contains a balance of different types of person or body interested in the activities of the Company such that no one type of person or body is able by itself to control or dominate the activities of the Company.
- C. The Board shall from time to time consider whether to seek new members of the Company and may instruct the Chairman to issue to any person or body an invitation to apply for membership.
- D. Subject to the provisions contained in these Articles, every person or body who wishes to become a member of the Company shall deliver to the Company an application for membership in such form (if any) as the Board shall require and the Board shall consider each application and shall grant membership if it considers it appropriate having regard to the considerations set out in Article **Error! Reference source not found.**0, provided that membership shall not be granted unless the applicant person or body satisfies them that it fulfils any further criteria determined by the Board under Article **Error! Reference source not found.**0 and that it is committed to the objects of the Company as set out in the Memorandum of Association of the Company.
- E. A member shall pay to the Company such subscription (if any) and at such time as the Board shall determine.

Membership shall not be transferable and shall cease on death.

If any doubts arise as to the qualification of any person to become a member of the Company the Board shall have power to decide whether such qualification exists and no person whom the Board shall have decided not to be qualified shall act in any way as a member of the Company.

MEMBERSHIP RULES

The Board may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing conditions of membership ("Membership Rules"), and in particular but without prejudice to the generality of the foregoing, they may by such Membership Rules regulate:-

the admission and classification of members and the rights, privileges and conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

the conduct of members in relation to one another, and to the Company; and

the composition of and appointments to the Board;

the procedure at general meetings and meetings of the Board and committees of the Board insofar as such procedure is not regulated by these Articles. and

the creation and constitution of Affiliates and the interaction of the Company with any duly constituted Affiliates.

The Company in general meeting shall have power to alter, add or repeal any Membership Rules and the Board shall adopt such means as they think sufficient to bring to the attention of the members and associates all such rules or bye-laws, which shall be binding on all members and associates. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association or these Articles.

DETERMINATION OF MEMBERSHIP

Any member of the Company ceasing to be a member elected by the Board in accordance with Article **Error! Reference source not found.** shall immediately cease to be a member of the Company on the Company receiving written notice of such fact from the Membership Director and the Register of Members shall be amended accordingly. Any member of the Company may resign his membership at any time by giving notice in writing to the Secretary addressed to him at the Office.

The Board may revoke the membership of any member of the Company if the Board is satisfied that the member:

is more than two months in arrears with his or its subscription (if any) or other sums;

is responsible for any action or omission which the Board considers is likely to bring or has brought the Company into disrepute;

is responsible for any action or omission which the Board considers to be inconsistent with the objects of the Company or which leads the Board to conclude that the member is not committed to the objects of the Company; or

becomes bankrupt or insolvent or makes any arrangement or composition with his or its creditors generally.

GENERAL MEETINGS

The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

The Board 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.

Not less than twenty-one clear days' written notice of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and not less than fourteen clear days' written notice of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a meeting may be conveyed by such notice as those members may think fit.

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

PROCEEDINGS AT GENERAL MEETINGS

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, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

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, three members personally present shall be a quorum.

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

A resolution in writing signed by all the members entitled to receive notice of a meeting of members shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held and may consist of several documents in the like form each signed by one or more members.

The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place, Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company 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.

Subject to the provisions of Article 0, if a poll is demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the

result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

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 casting vote.

The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

Subject as provided hereinafter and in the Membership Rules, every member shall have one vote.

Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy must be a member.

The instrument appointing a proxy shall be in writing and must be deposited at the office 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, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy, or a copy certified in some other way approved by the Board may:-

in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting 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, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- 1.1.1 in the notice convening the meeting; or
- 1.1.2 in any instrument of proxy sent out by the Company in relation to the meeting;
or
- 1.1.3 in any invitation combined in an electronic communication to appoint a proxy issued by the Company in relation to the meeting;

be received at such address not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or in the case of a poll less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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 notice in writing of the death, insanity or revocation shall have been received at the Office or, where the appointment of the proxy was in an electronic communication, at the address where such appointment was duly received, one hour before the commencement of the meeting or adjourned meeting at which the proxy is used.

Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“	‘
“I	‘
“of	‘
“a member of the Company	‘
“hereby appoint	‘
“of	‘
“and failing him,	‘
“of	‘
“as my proxy to vote for me on my behalf at the	‘
“Annual/Extraordinary, General Meeting of the	‘
“Company to be held on	‘
“200 , and at any adjournment thereof.	‘
“Signed on	
200 .”	

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF MANAGEMENT

Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than 3 nor more than 13.

The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

The Board may from time to time and at any time appoint any member of the Company as a member of the Board either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board.

A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

Members of the Board shall serve for three years and shall be eligible for re-election.

At the Annual General Meeting of the one half of the members the Board who are subject to retirement by rotation or, if their number is not two or a multiple of two, the number nearest to one half shall retire from office; but, if on the Board there is only one member of the Board who is subject to retirement by rotation he shall retire.

The members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed members of the Board on the same day those to retire shall (unless they agree amongst themselves) be determined by a lot.

If the Company, at the meeting at which a member of the Board retires by rotation, does not fill the vacancy the retiring member of the Board shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless the resolution for the re-appointment of the member of the Board is put to the meeting and lost.

POWERS OF THE BOARD

The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a member of the Board shall be vacated:-

if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

if he becomes of unsound mind;

if he ceases to be a member of the Company;

if by notice in writing to the Company he resigns his office; or

if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by the law from being a director of a Company.

PROCEEDINGS OF THE BOARD

The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three 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.

A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

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

The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board, The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 Board.

The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

The contemporaneous linking together by telephone or similar communicating equipment of the Company secretary and directors or members of a committee of the directors being in number not less than the quorum required for the transaction of the business of the directors or such committee, whether in the United Kingdom or elsewhere in the world, shall be deemed to

constitute a meeting of the directors (or as the case may be a meeting of such committee), so long as the following conditions are met:-

all the directors or members of the committee of the directors for the time being entitled to receive notice of any meeting of the directors or of such committee (including any alternate director) shall have received notice of any such meeting and be entitled to be linked by telephone for the purpose of such meeting;

subject as provided in Article 0 each of the directors or members of such committee taking part and the Company secretary must be able to hear each of such other persons taking part throughout the meeting;

at the commencement of the meeting each participant must acknowledge his presence to all the other persons taking part in such meeting;

unless he has previously obtained the consent of the chairman of the meeting a person may not leave the meeting by disconnecting his telephone and shall conclusively be presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a participant's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected; and

a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if signed by the chairman of such meeting.

DIRECTORS' EXPENSES & REMUNERATION

The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties. Further, any director, who being so requested by the Board, performs services on behalf of the Company may be paid such reasonable and proper remuneration for services actually rendered to the Company as the Board may determine subject, for so long as the Company remains registered as a Charity in England and Wales, to compliance by the Company with the requirements of the Charities Act 1993.

DIRECTORS' INTERESTS

Save as otherwise provided by the articles, a director shall not vote at a meeting of the Board or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, nor shall he attend such part of any meeting at which his interest is being discussed or voted upon, unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;

the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes; or

any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the director benefits in a similar manner to the employees and that does not accord to any director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates.

For the purposes of this regulation an interest of a person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

ACCOUNTS

The Board shall cause accounting records to be kept in accordance with the requirements of the Act.

The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Company.

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Act lay before the Company an income and expenditure account for the period since the last preceding accounting reference date of (in the case of the first account) since the incorporation of the Company together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to a Company the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and shall be read before the meeting as required by Section 241(2) of the Act.

AUDIT

In accordance with the provisions of the Act, once at least in every year the accounts of the Company 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.

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

A notice may be served by the Company upon any member of the Company either personally or by sending it through the post in a prepaid letter addressed to such person at his or her registered address as appearing in the register of members of the Company, or by sending it by electronic communication to the address for the time being notified to the Company.

Any person described in the register of members of the Company by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or an address to which notices may be sent using electronic communication, shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act, only those persons described in the register of members of the Company by an address within the United Kingdom shall be entitled to receive notices from the Company.

Any notice, if sent by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice if sent by electronic communication shall be deemed to have been served on the day following that on which the electronic communication was sent, and in proving such service it shall be sufficient to prove that the electronic communication was sent to the relevant address in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators.

DISSOLUTION

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.