

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of the British Association for Supported Employment

1. The Company's name is British Association for Supported Employment whose acronym shall be BASE (and in this document it is called "the Association").
2. The Association's registered office is to be situated in England and Wales.
3. The Association's objects ("the Objects") are
 - a) To advance the education and training of people with disabilities and or other economic disadvantages so as to develop their vocational life skills and in particular the development of skills relevant to participation in employment.
 - b) The relief of unemployment for the benefit of the public in such ways as may be thought fit, including assistance to find employment.
4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;
 - (b) to raise funds and to invite and receive contributions: provided that in raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (d) subject to clause 5 below to employ such staff, who shall not be directors of the Association, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff;
 - (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (f) to co-operate with other associations, charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (g) to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;

- (h) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no National Executive Committee Member shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association: Provided that nothing in this document shall prevent any payment in good faith by the Association;

- (a) of the usual professional charges for business done by any National Executive Committee Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: Provided that at no time shall a majority of the National Executive Committee benefit under this provision and that a National Executive Committee member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (b) of reasonable and proper remuneration for any services rendered to the Association by any member, or employee of the Association;
- (c) of interest on money lent by any member of the Association or National Executive Committee Member at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the National Executive Committee;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a National Executive Committee member is a shareholder, holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let by any member of the Association or a National Executive Committee member;
- (f) to any National Executive Committee member of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1.00) to the Association's assets if it should be wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the Association's debts and liabilities contracted before s/he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. The Dissolution of the Association may be affected only by a resolution passed by 75% of the members of the Association present at a Extraordinary General Meeting convened for the purpose.

9. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of

the Association, but shall be given or transferred to some other association, charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association by Clause 5 above, chosen by the members of the Association at or before the time of dissolution.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers:

Huw Davies (Bury EST)

Martin Davies (PLUSS)

Geraldine Scott-Smith (BASE Secretariat)

The Companies Acts 1985 and 1989

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Articles of Association of the British Association of Supported Employment

Interpretation

1. In these articles:

“the Association” means the company intended to be regulated by these Memorandum and Articles of Association;

“the Act” means the Companies Acts 1985 & 1989 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Association;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Association;

“office” means the registered office of the Association;

“the seal” means the common seal of the Association if it has one;

“National Secretary” means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association;

“Member of the National Executive Committee” means the National representatives elected by the Regional members of the Association;

“Director” means a director of the British Association for Supported Employment

“Full Member” means membership, with voting rights that will be available to organisations who provide or facilitate paid employment, advice, guidance or training for people with a disability and/or other economic disadvantage.

“Regions” means the geographical regions that the Association facilitates that have no independent existence outside of the Association other than that provided for under these Memorandum and Articles of Association.

“the United Kingdom” means Great Britain and Northern Ireland; and

“printed materials” shall refer to books and other computer forms of communication

“Posting” refers to emails as well as the postal service

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

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Membership of BASE

2. The subscribers to the memorandum and articles and such other persons or organisations who are admitted to as members in accordance with these articles shall be members of the Association.

3. Membership of the association shall be open to; agencies or organisations whose primary role is the provision or facilitation of paid employment, advice, guidance or training for disabled people or people with a disability or other economic disadvantage and to individuals over the age of 18 and organisations with an interest in supported employment and who agree to the aims and definitions in the association's memorandum and articles of association.

4. No person shall be admitted a member of the Association unless his or her membership fee has been paid.

5. All applications for membership will be subject to the approval of the National Executive Committee who shall have an absolute discretion as to the acceptance of any person or organisation as a member and the allocation of their membership category, region and identification as community based provision or supported business without giving any reason therefore.

6. The Association may establish different categories of full membership to reflect their geographical coverage and each full member will be entitled to a single vote at regional or national meetings.

7. All Full and Associate members will be assigned to a Region but they may apply for membership in more than one Region as long as they have paid the appropriate membership fee.

8. The National Executive Committee shall have the right for good and sufficient reason to terminate the membership of any member and may, by agreement communicate to any member in writing concisely stating the grounds for which it proposes to act, call upon that member to resign from the organisation. The member in question shall have the right to attend and be heard by the National Executive Committee before a final decision is made. If the member does not attend and will not resign within forty eight days after being so called upon the National Executive Committee may terminate by resolution the membership. Any member that resigns from the Association or becomes ineligible shall not be entitled to any refund of subscriptions or other fees paid.

9. All grades of membership must fully subscribe to the aims and objectives of the association.

10. There will be two separate categories of membership as follows:

- (a) Full membership will be available to organisations whose primary role is the national, regional or local provision or facilitation of paid employment, advice, guidance or training for disabled people or people with a disability or other economic disadvantage. Full membership carries voting rights.
- (b) Associate membership is available to individuals over the age of 18 and organisations with an interest in supported employment and who agree to the aims and definitions in the association's memorandum and articles of association. Associate membership will not carry voting rights.

Regional Affairs

11. The Association shall be a national association but will facilitate a number of geographical regions to encourage regional participation.

12. The Regions shall have no independent existence outside of the Association other than that provided for under these Memorandum and Articles of Association.

13. The Memorandum and Articles of Association of the Association shall govern the operation of the Regions in all respects.

14. Regions shall have a minimum of one officer post, but may elect additional officers.

15. To encourage democratic participation at Regional level a maximum limit of one Officer post per organisation will be enforced.

16. Each Region shall manage its own administration and activities, subject to the contents of Article 13.

17. The Region shall determine the content, frequency, duration and location of the meetings but will meet formally at least once per year.
18. The minutes of these meetings will be distributed to the Regional Members and the NEC.
19. Regional Officers shall be selected by the Regional Members for a period of one year, but may be re-selected
20. Decisions within the Regions will be decided by a simple majority based on the principle of one member one vote.
21. Each fully paid up full member within the Region shall have one vote.
22. Each Region will keep a register of full and associate members of their Region
23. No business shall be transacted at any meeting of the Regions unless a quorum is present. Five Persons entitled to vote upon the business to be transacted, each being a member of that Region, or one tenth of the total number of such persons for the time being, whichever is the greater shall constitute a quorum.
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Regional Finance

24. Out of pocket expenses shall be paid for in accordance with rates and procedures set by the National Executive Committee.
25. The Association will make available to the regions funding for the provision of activities as determined by the regions within the objects of the Association for the benefit of the membership.
26. Ownership of all funding will remain with the Association.
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Patrons

27. The Association may appoint patrons who will serve at its pleasure and who will have no voting rights.
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General Meetings of the Association

28. The Association shall hold an Annual General Meeting in addition to any other Extraordinary General Meetings in that year, and shall specify the meeting as such in the notices calling it; and

not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next: The Annual General Meeting shall be held at such times and places as the National Executive Committee shall appoint. All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

29. The National Executive Committee or any ten Full members of the Association may call an Extraordinary General Meeting and, on the requisition of members pursuant to the provisions of the Act, the Chair of the Association shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

30. The National Executive Committee may from time to time arrange National Meetings, Forums or Conferences for the purposes of consulting and communicating with members or raising the profile of the association, or furthering its aims and objectives, these however will not be considered to be Extraordinary General Meetings of the Company and no business may be transacted at these meetings that would more appropriately be carried out within a formal Annual or Extraordinary General Meeting called for the purpose.

Notice of general meetings.

31. An Annual General meeting and an Extraordinary General meeting called for the passing of a special resolution appointing members of the National Executive Committee shall be called by at least twenty eight clear days notice which will include details of nominations for Officer roles within the NEC. All other Extraordinary General meetings shall be called by at least twenty eight clear days notice but a General meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an Annual General Meeting, by all the Full members entitled to attend and vote; and
- (2) in the case of any other Extraordinary General Meeting by a majority in number of Full members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such and include the Agenda and Accounts to be considered.

The notice shall be given to all members and to the National Executive Committee and the Association's auditors if appropriate.

32. 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.

Officers of the Association (roles and election)

33. The National Officers of the Association shall be the Chairperson, Vice-Chairperson and Treasurer. All National Officers must be Directors of the Association.

34. The National Officers shall be elected annually by the NEC and approved by Full members at the Annual General Meeting.

35. In the interests of financial probity the National Executive Committee Treasurer may not hold the same position in a Region.

36. The newly elected officers will take up their positions with immediate effect.

Proceedings at General Meetings of the Association (Quorum)

37. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member, or one tenth of the total number of such persons for the time being, whichever is the greater shall constitute a quorum.

38. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to be rescheduled for a date within one calendar month of the original meeting date.

39. The Chairperson or in his/her absence the Vice Chair shall preside as chairperson of the meeting, but if neither the chairperson, Vice Chair nor such other National Executive Committee Officer (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the National Executive Committee Members present shall elect one of their number to be chairperson and, if there is only one National Executive Committee Member present and willing to act, s/he shall be chairperson.

40. If no National Executive Committee Member is willing to act as chairperson, or if no National Executive Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.

41. A co-opted National Executive Committee Member shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting.

42. The chairperson may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

43. At the Annual General Meeting of the Association the Chair and the Treasurer shall present their annual reports at the meeting.

44. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (1) by the chairperson; or
- (2) by at least two Full members having the right to vote at the meeting.

45. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

46. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

47. A poll shall be taken as the chairperson directs and s/he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote s/he may have.

49. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

50. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

51. External Speakers and guests may be invited to Conferences and General Meetings and the National Executive Committee may at its discretion decide to meet part or all of such appropriate fees and expenses incurred.

Votes of members

52. Subject to Article 48 every Full member shall have one vote.

53. No Full member shall be entitled to vote at any general meeting unless all moneys then payable by him/her to the Association have been paid.

54. 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 chairperson whose decision shall be final and conclusive.

55. A vote given or poll demanded by a Full member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

56. Any organisation which is a member of the Association may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, having first declared its representations in writing to the National Secretary, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as the organisation could exercise if it were an individual member of the Association.

The National Executive Committee

57. The number of Members of the National Executive Committee shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

58. Except to the extent permitted by clause 5 of the memorandum, no National Executive Committee Member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a National Executive Committee Member in any other contract to which the Association is a party.

Appointment of the National Executive Committee

59. The National Executive Committee shall consist of not more than two representatives from each Region, notwithstanding the provisions of Article 63. The National Executive Committee Members shall be selected by the Region's members to represent the Region and one of these representatives must be eligible to be a Director and Trustee of the Association.

60. The choice of Officers of the National Executive Committee is subject to the approval of the membership of the Association present at the Annual General Meeting of the Association.

61. The Chair and Vice Chair shall not be members of the same Region.

62. Not more than one representative of each member of the Association may be selected to serve on the National Executive Committee as a Regional representative. Individuals seeking selection to the NEC should, prior to selection or at the earliest opportunity, clearly disclose any potential conflict of interests that may arise as a result of contractual arrangements between individual members of the Association.

63. The National Executive Committee may, by virtue of a majority vote, appoint a person (whether or not they are a member) who is willing to act to be a member of the National Executive Committee (i) to fill a vacancy, (ii) as an additional National Executive Committee Member, or (iii) to assist with project work provided that the appointment does not cause the number of co-opted members of the National Executive Committee Members to exceed the number of Members currently selected by the Regions. Such co-opted individuals shall have full voting rights but shall not be considered to be Directors, Trustees or Officers of the Association. A member of the National Executive Committee so appointed shall hold office only until the next following annual general meeting where they shall be eligible to stand for re-election at that meeting subject to any qualification for membership. If not reappointed at such Annual General Meeting, s/he shall vacate office at the conclusion thereof.

Powers of the National Executive Committee

64. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the National

Executive Committee who may exercise all powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the National Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the National Executive Committee by the articles and a meeting of the National Executive Committee at which a quorum is present may exercise all the powers exercisable by the National Executive Committee.

65. The policy and management of the Association shall be directed by the National Executive Committee. The National Executive Committee shall have the power to act upon any matter which falls within the aims and objectives of the Association and which does not require a General Meeting.

66. The National Executive Committee shall be responsible for the terms and conditions of employment and the supervision of any person in the paid employment of the Association.

67. The National Executive Committee shall determine any questions as to the interpretation of these Memorandum and Articles of Association and such decision shall be final.

68. The National Executive Committee shall determine the amount of any annual subscription to be paid by Members to the Association subject to agreement by the membership at the AGM.

69. Only National Executive Members or their delegates are authorised to represent the views of the Association to third parties, including the media, where possible having gained agreement from the Chair or Vice Chair. Issues only affecting a Region may be represented by the elected officers of that Region, making such representation known to the National Chair or Secretary.

70. Only the National Executive Committee shall have the power to terminate an organisation's membership.

71. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the National Executive Committee shall have the following powers, namely:

- (1) to expand the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expand the proceeds of any such sale in furtherance of the objects of the Association;
- (2) to enter into contracts on behalf of the Association.

Disqualification and removal of Member of the National Executive Committee

72. A National Executive Committee Member shall cease to hold office if s/he:

- (1) ceases to be a National Executive Committee Member by virtue of any provision in the Act (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Association (but only if at least two National Executive Committee Member will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the National Executive Committee from all their meetings held within a period of six months and the National Executive Committee resolve that his office be vacated.
- (5) is requested to do so by notice in writing signed by all other members of the National Executive
- (6) is requested to do so by a motion carried out at an Extraordinary General Meeting
- (7) is subject to an upheld vote of no confidence by the Members of the Region that they represent.

National Executive Committee Members' expenses

73. The National Executive Committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of National Executive Committee or committees of National Executive Committee Members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Proceedings of National Executive Committee (Meetings, Voting, Second or casting vote by Chair, Quorum, sub committees

74. Subject to the provisions of the articles, the National Executive Committee may regulate their proceedings as they think fit meeting as a minimum quarterly and additionally as required. A National Executive Committee Member may, and the National Secretary at the request of a National Executive Committee Member shall, call a meeting of the National Executive Committee. It shall not be necessary to give notice of a meeting to a Member of the National Executive Committee who is absent from the United Kingdom.

75. Each Member of the National Executive Committee shall have one vote.

76. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

77. The quorum for the transaction of the business of the National Executive Committee shall be 25% of the Members of the National Executive Committee and one serving officer of the Association.

78. The National Executive Committee may act notwithstanding any vacancies in their number, but, if the number of National Executive Committee Members is less than the number fixed as the quorum, the continuing National Executive Committee Members may act only for the purpose of filling vacancies or of calling a general meeting.

79. The National Executive Committee may appoint one or more sub-committees consisting of three or more members of the National Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the National Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the National Executive Committee. These sub committees may include co-opted members.

80. All acts done by a meeting of National Executive Committee, or of a sub committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any National Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of the National Executive Committee and had been entitled to vote.

81. A resolution in writing, signed by all the National Executive committee entitled to receive notice of a meeting of National Executive Committee or of a sub committee of the National Executive Committee, shall be as valid and effective as if it had been passed at a meeting of members of the National Executive committee or (as the case may be) a sub committee of the National Executive Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the National Executive Committee.

82. Any national bank account in which any part of the assets of the Association is deposited shall be operated by the NEC and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be signed by at least two authorised signatories including at least one member of the National Executive Committee.

83. The National Executive Committee may mandate employees of the Association to make financial transactions on its behalf and may authorise the use of electronic banking and the holding and use of credit card accounts as may be necessary.

National Secretary

84. Subject to the provisions of the Act, the NEC may appoint a competent person to act as the Company Secretary for such term and remuneration, and upon such conditions as they may think fit. Any Secretary so appointed may be removed by the NEC.

Minutes

85. The National Executive Committee shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Association; and
- (2) of all proceedings at meetings of the Association and of the National Executive Committee and of sub committees of the National Executive Committee including the names of the members of the National Executive Committee present at each such meeting.

86. The minutes of the National Executive Committee Meetings and all other General Meetings (both Annual and Extraordinary) of the Association shall be made available to all members of the Association.

The Seal

87. The seal shall only be used by the authority of the National Executive Committee or of a sub committee of the National Executive Committee authorised by the National Executive Committee. The National Executive Committee 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 National Executive Committee and by the secretary or by a second member of the National Executive Committee.

Notices

88. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the National Executive Committee need not be in writing.

89. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by email to an authorised representative of that member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

90. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

91. 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 be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

92. (1) The Charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to the charity.

(2) In this article a "relevant director" means any director or former director of the charity.

Amendments to the Memorandum and Articles of Association

93. These Memorandum and Articles of Association may be varied, deleted or added to by resolution passed by three quarters majority of the Full members of the Association present in person at any General Meeting convened for that purpose.

Signatures, Names and Addresses of Subscribers

Huw Davies (Bury EST)

Martin Davies (PLUSS)

Christopher Wise (BASE Secretariat)