

# ARTICLES OF ASSOCIATION OF THE LANCASHIRE AND CHESHIRE AMATEUR FOOTBALL LEAGUE LIMITED

## The Companies Act 1985 Company Limited by Guarantee and not having a Share Capital

### Interpretation

#### 1 In these Articles:

'Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'Articles' means the articles of association of the Company

'Chairman' means the chairman of the Management Committee elected in accordance with Article 13

'Clear Days' in relation to the period of a notice means that 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

'Club' means an amateur football club

'Executed' includes any mode of execution

'Management Committee' means a committee which shall comprise the Officers and such other persons who are elected to sit on the Management Committee in accordance with Article 13

'Memorandum' means the memorandum of association of the Company

'Office' means the registered office of the Company

'Officer' means the Chairman, Vice-Chairman, Secretary and Treasurer elected in accordance with Article 13

'President' means the president of the Company elected in accordance with Article 13

'Rules' means the rules of the Company from time to time

'Seal' means the common seal of the Company

'Secretary' means the secretary of the Company elected in accordance with Article 13

'Treasurer' means the treasurer of the Company elected in accordance with Article 13

'United Kingdom' means Great Britain and Northern Ireland Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company

'Vice-Chairman' means the vice-chairman of the Company elected in accordance with Article 13

'Vice-President' means a vice-president of the Company elected in accordance with Article 13.

#### 2 Members

2.1 The subscribers to the Memorandum of Association of the Company, each member of the Management Committee whilst he remains a member of the Management Committee and such other members as are admitted to membership in accordance with the Articles shall be members of the Company.

2.2 No club shall be admitted as a member of the Company unless it is approved by the Company at a general meeting. However, in special circumstances a club may be accepted as a member to fill a vacancy in the Company's league at the discretion of the Management Committee if the Management Committee is satisfied that the club meets the full requirements for membership. Every club which wishes to become a member shall deliver to the Company a duly executed application for membership in such form as the Management Committee requires. A club whose first team does not participate in the league may be a member and enter a team under the senior club's FA affiliation if permission is approved by the membership.

2.3 Every member must be affiliated to its appropriate County Football Association and receipt numbers must be notified to the Secretary immediately after affiliation each season.

2.4 No team shall be admitted to membership of the Company unless the same be operated as an amateur team of a club. An amateur team is one whose members personally pay their own subscriptions, contribute to their own travelling expenses and have not received or will not receive, directly or indirectly remuneration or consideration of any kind whilst their team is competing in the Company's competitions.

2.5 The Company's Competition may comprise such leagues, divisions and participating teams as the Management Committee may from time to time decide, and at the date hereof the Company's Competition comprises Premier, First, Second, Third, and A, B, C, D. Provision is made to introduce an under 18's division, if that is deemed desirable. In all divisions the participating number of teams must not exceed sixteen.

2.6 The Premier Division will consist only of club first teams. Clubs whose first team is not within the league shall have any other teams placed in a lower division at the discretion of the Management Committee. Any club admitted to membership will be allocated a place in Division three or a lower division, any placed higher will be at the discretion of the Management Committee. Membership of the under 18's Division shall be open to Member Clubs and other Clubs by the invitation of the Management Committee.

2.7 A Member Club's team qualifying for membership of the Premier Division may not be promoted should their ground and facilities fail to meet the standards laid down from time to time by the Management Committee. In addition, any existing Member Club, whose team already occupies a place in the Premier Division may be denied membership of that Division and relegated to Division 1 at the end of the season should their ground facilities, following inspection, repeatedly fail to meet the standards in place at the time.

2.8 Membership shall not be transferable.

### **3 Discontinuance of Membership**

3.1 A member may at any time withdraw from the Company by giving notice to the Secretary prior to 1st May in any year in respect of the next season.

3.2 The Company at a general meeting may expel any member from the Company provided two-thirds of the votes cast by those present and entitled to vote do so in favour of such expulsion. A member which is the subject of the vote being taken shall be debarred from voting.

3.3 The Management Committee may at its discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in its own defence by the Management Committee or a committee of the Management Committee.

3.4 The member clubs may at their discretion terminate the membership of any club member whose behaviour is deemed to have breached the FA code of conduct. Specifically, the clubs will take this action for an offence of violent conduct, referee or other abuse attracting a suspension of six or more matches, or accumulated suspensions of seven matches within a two-year period, whether in this league or not. The affected club member will have the right of appeal to the League Management Committee, and the appeal must be made in writing to the League Secretary.

### **4 Finance and Correspondence**

4.1 All dues to the Company by its members must be paid within 21 days from the Company's notification thereof to a member. The dues shall be determined by the members.

4.2 The Company's financial accounts will be audited annually by persons so appointed at its annual general meeting and such appointed persons may not include a member of the Management Committee.

4.3 Members shall have a right of inspecting all accounting records or other book or document of the Company.

4.4 All correspondence from the Company to a member must have a written response from the member within seven days of the date of the correspondence, unless a longer or shorter period be indicated by the Company.

4.5 The use by Clubs or Committee of electronic communication in the place of written responses is acceptable to the Company, but such means should not be exercised by Clubs or Committee to discredit or otherwise cause offence to other member Clubs, their officials or players or referees or members of the Management Committee by the circulation of such offending information to any other person or body, within the membership of the League or outside such jurisdiction (bringing the League into disrepute). Any complaints against another Club or Committee official or player or referee should be exercised through the Company Secretary in accordance with Rule 15. Any Club or Committee official failing to comply will be deemed to be in breach of League Rule 5.

## **5 Rules**

5.1 The Company may from time to time determine the Rules. The Rules may be altered only at a general meeting. Such alterations may be made only if two-thirds of the votes cast by those present and entitled to vote are in favour of the relevant proposals.

5.2 Notice of proposed alterations must be in writing and received by the Secretary in respect of an annual general meeting or extraordinary general meeting not later than 30 days prior to the said meeting.

5.2.1 The Company must give due notice of all such proposed alterations to its members. If there is any inconsistency between the Rules and the Articles the latter shall prevail.

## **6 General Meetings**

6.1 The Company shall prior to June 30th in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the Management Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6.2 The Management Committee may call general meetings and, on the requisition of 10 members or as otherwise determined by the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Management Committee to call a general meeting, any member of the Management Committee or any member of the Company may call a general meeting. Such requisition must be signed by each of the requisitioning members, must state the relevant subject matter and must give details of any proposals to be made at the meeting, the business at which will be thus confined.

## **7 Notice of general meetings**

7.1 An annual general meeting and an extraordinary general meeting shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

7.2 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. The notice shall be accompanied by a copy of the Company's audited accounts and of its divisional result record.

7.3 The notice shall be given to all the members and to the members of the Management Committee and auditors.

7.4 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 Proceedings at general meetings**

8.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member shall be a quorum. Members who have withdrawn their membership of the Company's league during the season being concluded shall be entitled to attend but shall vote only on matters relating to the season being concluded.

8.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Management Committee may determine.

8.3 The Chairman or in his absence the Vice-Chairman or in their absence some other Officer nominated by the members of the Management Committee shall preside as chairman of the meeting, but if none of the aforementioned be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Management Committee present shall elect one of their number to be chairman and, if there is only one member of the Management Committee present and willing to act, he shall be chairman.

8.4 If no member of the Management Committee is willing to act as chairman, or if no member of the Management Committee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

8.5 The chairman 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 the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 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.

8.6 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:

- (a) by the chairman; or
- (b) by at least 10 members having the right to vote at the meeting.

8.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the 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.

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 and 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 was demanded.

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

8.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent

the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

8.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

8.13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

8.14 If at any meeting the members do not approve an amendment to any of the Rules and/or to any change to the dues to be paid by the members to the Company, the Rules and/or dues in force immediately before the meeting shall continue in force.

## **9 Votes of members**

9.1 On a show of hands or a poll every member present in person shall have one vote. Each Member Club shall be entitled to one vote only.

9.2 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.

## **10 Number of members of the Management Committee**

10.1 Unless otherwise determined by ordinary resolution, the number of members of the Management Committee (other than Officers) shall not be subject to any maximum but shall be not less than five.

## **11 Powers of the Management Committee**

11.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Management Committee which may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the members of the Management 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 regulation shall not be limited by any special power given to the members of the Management Committee by the Articles and a meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

11.2 The Management Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of his/its powers.

11.3 The Management Committee may require attendance at its meetings of any personnel of a member. It will adjudicate on members' complaints, protests and appeals. It may impose monetary and/or other penalties for non-compliance with, or breaches of the Rules and/or Articles.

11.4 The management committee may at its discretion suspend the participation of a member club in matches, pending disciplinary action by the Football Association, if it believes there is a considerable risk to referees or participants from other member clubs. The league is a 'Respect League' (Rule 1) and as such behaviour will be expected to meet the League Management Committee's stipulated standards.

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If a current or previous member of a club has been convicted of a criminal act connected with football, the Management Committee reserve the right to refuse a new registration of such a player, or another role as a club official within the league.

## **12 Delegation of the Management Committee's powers**

12.1 The Management Committee may delegate any of its powers to any committee consisting of two or more members of the Management Committee or other persons. It may also delegate to any member of the Management Committee holding any executive office such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Management Committee may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Management Committee so far as they are capable of applying.

## **13 Appointment and retirement of members of the Management Committee and Officers**

The clubs entrust the Directors and Management Committee to make decisions, change rules and policy, and formulate the Management Committee for the good of the league. If the members wish, they may call for an item be added to the AGM agenda to vote out the entire Management Committee under item 8(A)v of the rules, and propose an entirely new Management Committee. The chairman will allocate elected persons to Management Committee roles.

13.1 Elections of Officers and other members of the Management Committee shall be by ballot held at the annual general meeting of the Company.

13.2 Every member attending at the annual general meeting and entitled to vote thereat shall have one vote for each vacancy to be filled or (as the case may be) shall be entitled to complete one ballot paper.

13.3 Nominations for any vacancy on the Management Committee or for the position of an Officer must be submitted in writing to the Secretary at least 60 Clear Days prior to the annual general meeting and each nomination must be supported by two members.

Any nominees for a vacancy must be checked for qualifications and suitability. These checks may include past disciplinary history or CRC. If the Board of Directors agree to the person, they are recommended to the AGM for a vote to take place. If there is no vacancy, then there is no requirement for nominations.

13.4 The Management Committee may nominate Vice-Presidents.

13.5 Upon election the Secretary and Treasurer shall serve for one year but shall be eligible for re-election upon retirement. For the avoidance of doubt a person cannot be appointed to serve as the Secretary and Treasurer at the same time.

13.6 Upon election the members of the Management Committee shall serve for one year but shall be eligible for re-election upon retirement.

13.7 The Board of Directors may appoint a person who is willing to act to be a member of the Management Committee, either to fill a vacancy or as an additional member of the Management Committee, provided that the appointment does not cause the total number of members of the Management Committee to exceed any number (13) fixed by or in accordance with the Articles as the maximum number of members of the Management Committee. A member of the Management Committee so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he/she shall vacate his/her office at the conclusion thereof.

13.8 Subject as aforesaid, a member of the Management Committee who retires at an annual general meeting may, if willing to act, be re-appointed. If not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place, or if it does not do so, until the end of the meeting.

## **14 Disqualification and removal of members of the Management Committee**

14.1 The office of a member of the Management Committee (including Officers) shall be vacated if:

- (a) he or she ceases to be a member of the Management Committee by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Management Committee; or
- (b) he or she becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he or she is, or may be, suffering from mental disorder and either:
  - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he or she resigns his office by notice to the Company; or
- (e) he or she shall for more than 6 consecutive months have been absent without permission of the members of the Management Committee from meetings of members of the Management Committee held during that period and the members of the Management Committee resolve that his office be vacated.

## **15 Remuneration of members of the Management Committee**

15.1 The provisions of the Memorandum as to the remuneration of members of the Management Committee shall apply.

## **16 Members of the Management Committee's expenses**

16.1 The members of the Management Committee may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Management Committee or committee of the Management Committee or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

## **17 Members of the Management Committee's appointments and interests**

17.1 Subject to the provisions of the Act and of the Memorandum the Management Committee may appoint one or more of their number to any executive office under the Company and may enter into an agreement or arrangement with any member of the Management Committee for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a member of the Management Committee. Any such appointment, agreement or arrangement may subject to the Memorandum be made upon such terms as the Management Committee determines and it may remunerate any such member of the Management Committee for his services as it thinks fit. Any appointment of a member of the Management Committee to an executive office shall terminate if he ceases to be a member of the Management Committee but without prejudice to any claim to damages for breach of the contract of service between the member of the Management Committee and the Company.

17.2 Subject to the provisions of the Act and the Memorandum and provided that he has disclosed to the Management Committee the nature and extent of any material interest of his, a member of the Management Committee notwithstanding his office:

- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a member of the Management Committee or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

17.3 For the purposes of regulation 17.2:

- (a) a general notice given to the Management Committee that a member of the Management Committee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Management Committee has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Management Committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## 18 Proceedings of the Management Committee

18.1 Subject to the provisions of the Articles, the Management Committee may regulate its proceedings as it thinks fit. The Management Committee shall meet monthly or by direction of the Chairman, or three members of the Management Committee may, and the Secretary at the request of a member of the Management Committee shall, call a meeting of the Management Committee. It shall not be necessary to give notice of a meeting to a member of the Management Committee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

18.2 The quorum for the transaction of the business of the Management Committee may be fixed by the members of the Management Committee and unless so fixed at any other number shall be [seven].

18.3 The continuing members of the Management Committee or a sole continuing member of the Management Committee may act notwithstanding any vacancies in its number, but, if the number of members of the Management Committee is less than the number fixed as the quorum, the continuing members of the Management Committee or member of the Management Committee may act only for the purpose of filling vacancies or of calling a general meeting.

18.4 The Chairman or, in his absence, the Vice-Chairman shall be the chairman of the Management Committee. Unless he is unwilling to do so, the Chairman or, in his absence, the Vice-Chairman shall preside at every meeting of the Management Committee at which he is present. But if there is no member of the Management Committee holding that office, or if the Chairman and Vice-Chairman are unwilling to preside or are not present within 5 minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be chairman of the meeting.

18.5 All acts done by a meeting of the Management Committee, or of a committee of the Management Committee, or by a person acting as a member of the Management Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management 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 Management Committee and had been entitled to vote.

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

18.7 Save as otherwise provided by the Articles, a member of the Management Committee shall not vote at a meeting of the Management Committee or of a committee of the Management Committee 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 unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) 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;
- (b) 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 member of the Management Committee 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;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) 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.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a member of the Management Committee shall be treated as an interest of the member of the Management Committee.



18.8 A member of the Management Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

18.9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Management Committee from voting at a meeting of the Management Committee or of a committee of the Management Committee.

18.10 Where proposals are under consideration concerning the appointment of two or more members of the Management Committee to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each member of the Management Committee separately and (provided he is not for another reason precluded from voting) each of the members of the Management Committee concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

18.11 If a question arises at a meeting of the Management Committee or of a committee of the Management Committee as to the right of a member of the Management Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Management Committee other than himself shall be final and conclusive.

## **19 Minutes**

19.1 The Management Committee shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments made by the Management Committee; and
- (b) of all proceedings at meetings of the Company, and of the Management Committee, and of sub-committees of the Management Committee, including the names of the members of the Management Committee present at each such meeting.

## **20 The Seal**

20.1 The Seal shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee. The Management 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 Management Committee and by the Secretary or by two members of the Management Committee.

## **21 Notices**

21.1 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 Management Committee need not be in writing.

21.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at its registered address or by leaving it at that address.

21.3 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

21.4 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.

## **22 Indemnity**

22.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled, every member of the Management Committee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.