

The Companies Act 1985 and 1989
**COMPANY LIMITED BY GUARANTEE AND NOT
 HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
 OF
 SOCIETY OF GENEALOGISTS**

GENERAL

1. In these Articles 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
The Act	The Companies Act 1985 and 1989
These Articles	These Articles of Association and the regulations of the Association from time to time in force
The Society	The above-named Company
The Board of Trustees or the Board	The Board of Trustees for the time being of the Society
A Member	Any individual duly registered in any of the classes of Members of the Society who has not ceased to be a Member
A Life Member	Any Member of the Society who has compounded future annual subscriptions by paying the appropriate composition fee
A Fellow	Any Member of the Society who satisfies the criteria in Articles 12 to 14 and "Fellowship" shall be construed accordingly
Standing Orders	Standing orders of the Society made and published by the Board of Trustees from time to time
The Office	The registered office of the Society
The Seal	The common seal of the Society
The United Kingdom	Great Britain and Northern Ireland, including the Channel Islands and the Isle of Man
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form, including by electronic means.

2. Words importing the singular number only shall include the plural number and vice versa.
3. Words importing the masculine gender only shall include the feminine gender.
4. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
5. The Society is established for the Objects expressed in the Memorandum of Association.

MEMBERSHIP OF THE SOCIETY

6. The number of Members with which the Society proposes to be registered is unlimited. The Society must maintain a register of Members.
7. Membership of the Society is open to any adult individual or organisation interested in promoting the Objects of the Society who or which:
 - (a) applies for membership (or in the case of an organisation applies through an authorised representative) in the form required by the Trustees;
 - (b) consents in writing to abide by the rules of the Society; and
 - (c) pays his or her subscription (and entrance fee if applicable).
8. No Member of the Society shall use the fact of membership to imply competence or proficiency in genealogical or associated skills or to derive professional or financial advantage. Members shall not use the letters 'MSG' or any alternative thereto.
9. The Board may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. The procedure for applying to be a Member shall be determined by the Board from time to time.
10. Membership is terminated if the Member concerned:
 - (a) gives written notice of resignation to the Society;
 - (b) dies or (in the case of an organisation) ceases to exist;
 - (c) is four months in arrears in paying the relevant subscription. In such a case the Member may be reinstated on payment of the amount due; or
 - (d) is removed from membership by resolution of the Board on the ground that in its reasonable opinion the Member's continued membership is harmful to the Society (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice).
11. Membership of the Society is not transferable.

FELLOWS

12. Fellows of the Society shall be persons who, being already Members of the Society for not less than five consecutive years and, having rendered distinguished services to the Society or to genealogy, shall be elected as Fellows by the Fellows for the time being and the total of such Fellows shall at no time exceed 100 or such other number as the Board shall prescribe in its Standing Orders.
13. Honorary Fellows shall be persons, even though not already Members of the Society, whom the Fellows wish to honour for their very distinguished services to genealogy and who shall be elected as Honorary Fellows and the total of such Honorary Fellows shall at no time exceed 10 or such other number as the Board shall prescribe in its Standing Orders. Honorary Fellows shall receive all the privileges of Fellows who are Life Members without payment of any subscription and without liability.
14. Nomination for Fellowship or Honorary Fellowship shall be made by six Fellows and the procedure for nomination and election shall be such as the Board shall from time to time prescribe in its Standing Orders provided that election shall require a total of votes not less than one quarter of those eligible to vote and not less than two thirds of those voting. The Board shall prescribe all other Fellowship matters as required in its Standing Orders.
15. No Fellow shall use the fact of Fellowship to imply competence or proficiency in genealogical or associated skills nor to derive professional or financial advantage. Fellows and Honorary Fellows may use the letters 'FSG' or 'FSG(Hon)' respectively after their names.

GENERAL MEETINGS

16. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the previous Annual General Meeting.
17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. The Board of Trustees may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of any thirty Members or on such requisition as is provided by Section 368 of the Act and in default in either case may be convened by the said requisitionists or as provided by the said Section.
19. Twenty-one days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, 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 Society; 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 meetings other

than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

20. 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

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting.

22. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the usual business of the Annual General Meeting which shall be to:

- (a) receive the accounts of the Society for the previous financial year;
- (b) receive the Trustees' report on the Society's activities since the previous Annual General Meeting;
- (c) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- (d) elect persons to be Trustees to fill the vacancies arising;
- (e) elect auditors for the Society; and
- (f) if necessary, elect the President and/or Vice-President or Vice-Presidents of the Society with terms of office as specified in these Articles.

23. 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, thirty Members of the Society personally present shall be a quorum. The authorised representative of a Member organisation shall be counted in the quorum.

24. 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 of the Society, 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 of Trustees 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 of the Society present shall be a quorum.

25. The President (if any) of the Society shall preside as Chairman at every General Meeting, but if there be no such President or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the senior Vice President who shall be willing to so act shall act as Chairman. If there is no Vice President present and willing to act, the Chairman or Vice-Chairman of the Board of Trustees shall preside failing whom the Members present shall choose some Member of the Society who shall be present to preside.

26. 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 of the Society shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

27. Voting on Resolutions

27.1 Subject as hereinafter provided, every Member of the Society shall have one vote which shall be exercisable in person if the Member is present at the General Meeting, or by proxy or, if so specified by the Board and in a manner to be determined by the Board on each occasion, by postal ballot in accordance with Article 28. Ballot papers will be circulated, where appropriate, with the notice of the General Meeting and must be returned by the time specified. Any Member organisation may nominate any person to act as its authorised representative at any General Meeting.

27.2 Proxies: Appointment and Voting

(1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of a charity.

(2) The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

“I,, of , being a full member of the Society of Genealogists, hereby appointof, or failing him/her, of, as my proxy to vote in my name and on my behalf at the general meeting of the charity, to be held on20..... , and at any adjournment thereof.

Signed on 20.... “

(3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

‘I, of....., being a full member of the Society of Genealogists, hereby appointof....., or failing him/her, of, as my proxy to vote in my name and on my behalf at the general meeting of the charity, to be held on 20..... and at any adjournment thereof.’

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No.2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed thisday of 20...

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:
- (i) 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 in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (a) in the notice convening the meeting, or
 - (b) in the instrument of proxy sent out by the charity in relation to the meeting, or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,

It must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 27.2(4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorized representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
- (i) its registered office, or
 - (ii) at such other place at which the instrument of proxy was duly deposited,
or

(iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

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.

28. Subject to the provisions of Article 27, at any General Meeting a resolution put to the vote of the meeting shall be decided on the total of postal ballots that have arrived within the specified time, plus a show of voting papers or hands of Members present, the use of voting papers or hands to be determined by the Chairman, unless a poll is, before or upon the declaration of the result of the voting, demanded by the Chairman or by at least three Members of the Society present at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
29. Subject to the provisions of Article 30, if a poll be 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 provided that it shall include all valid postal votes and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
31. In the case of an equality of votes, whether on a show of hands or voting papers, including postal votes, or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
32. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
33. Save as herein expressly provided, no Member of the Society 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 Society in respect of his or her membership, shall be entitled to speak (except by invitation of the meeting) or to vote on any question at any General Meeting.

PATRON

34. The Board of Trustees may from time to time confer on any individual (with his or her consent) the honorary title of Patron. This person will usually be asked to serve for a term of five years before being re-confirmed by mutual agreement.

PRESIDENT

35. At every third Annual General Meeting the President of the Society shall retire and the President for the ensuing three years shall be elected. A President vacating office shall be eligible for re-election.
36. The President shall be entitled to vote at any General Meeting except on a special or extraordinary resolution and if, Chairman of such Meeting, be entitled to a second or casting vote as hereinbefore provided. The President is entitled to the privileges of a Fellow whether or not he or she not a Member of the Society.

VICE PRESIDENTS

37. There shall also be honorary Vice Presidents of the Society who shall be such persons as are proposed by the Board of Trustees and elected by the Society in General Meeting, and the provisions of Article 36 with reference to non-Members and the office of President shall apply in the same manner to non-Members and the office of Vice President. Vice Presidents shall be elected for a term of three years and shall be available for re-election for a maximum of nine years without a break of at least one year.

HONORARY TREASURER AND HONORARY SOLICITOR

38. The Board of Trustees shall, at the first meeting after each Annual General Meeting or upon the occurrence of a vacancy, appoint a Member of the Society as Honorary Treasurer who shall thereby become an ex-officio member thereof entitled to attend and vote at all its meetings. He or she shall be subject to all the other provisions of these Articles relating to Trustees except that a retiring Honorary Treasurer shall not be eligible for re-election to that office for a total term of office exceeding six years without a break of at least one year. The Honorary Treasurer may be removed from office at any time by resolution of the Board of Trustees and shall thereby cease to be an ex-officio member of the Board.
39. The Board of Trustees may from time to time appoint a suitable person as Honorary Solicitor who shall thereby become an ex-officio member of the Board of Trustees without a vote and who shall otherwise be subject to the foregoing provisions relating to the Honorary Treasurer.

BOARD OF TRUSTEES

40. The Board of Trustees shall consist of not more than twelve persons (excluding ex-officio members) or such other number as the Society shall from time to time prescribe in its Standing Orders. No-one shall be eligible for election to the Board of Trustees unless he or she has been a Member of the Society throughout the twelve months preceding his or her election. A member of the Board of Trustees who has not previously vacated the office shall retire at the third Annual General Meeting after that at which he or she was elected. A member of the Board who has held office in any part of each six consecutive years shall retire at the Annual General Meeting nearest to the completion of the sixth year of such service and shall not be eligible for re-election until the next following Annual General Meeting. Otherwise a retiring member shall be eligible for re-election. In the event of there being more candidates at an Annual General Meeting than the number for which there are vacancies on the Board of Trustees at such meeting the election of candidates shall be determined in such manner as is prescribed in the appropriate Standing Orders.

41. The Board of Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next Annual General Meeting.

DISQUALIFICATION OF TRUSTEES

42. The office of a member of the Board of Trustees shall be vacated:
- (a) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors;
 - (b) If he or she becomes of unsound mind;
 - (c) If he or she ceases to be a Member of the Society;
 - (d) If by notice in writing to the Society he or she resigns his or her office;
 - (e) If he or she becomes disqualified from holding office by reason of a Court order under the provisions of the Companies Act;
 - (f) If he or she is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
 - (g) If he or she absents himself or herself from more than half of the meetings of the Board of Trustees in any consecutive twelve months without special leave of absence from the Board of Trustees. If this occurs the Trustee shall stand down at the next Annual General Meeting.
43. In addition and without prejudice to the provisions of Section 303 of the Act the Society may by Special Resolution remove any member of the Board of Trustees before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead.

POWERS OF THE BOARD OF TRUSTEES

44. The business of the Society shall be governed by the Board of Trustees which may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Society.
45. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles as the necessary quorum of such members it shall be lawful for them to act as the Board of Trustees for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.
46. The Board of Trustees may delegate any of its powers, other than the approval of Standing Orders, to committees consisting of such Members or non-members of the Society as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to these Articles and to any regulations that may be

imposed on them by the Board of Trustees. Each member of a committee shall be governed by the provisions of Article 42 in the same manner as if he or she were a member of the Board of Trustees. Members of committees, sub-committees or other bodies so delegated shall be bound by the policy regarding personal interest in Society matters as expressed in the Memorandum of Association.

47. The Board of Trustees shall from time to time make, amend or repeal Standing Orders provided always that any Standing Orders shall not be repugnant to the provisions of the Society's Memorandum of Association or these Articles.
48. The Board of Trustees shall have power to appoint such members of staff, in addition to the Secretary, as it shall consider fit and to prescribe their duties and the terms of their service provided that all such staff shall be subject to the direction of the Secretary or other member of staff nominated by the Board. The Board of Trustees shall have power to delegate any of its powers to appoint staff other than the Secretary.

SECRETARY

49. The Secretary shall be appointed by the Board of Trustees for such time, at such remuneration subject to the provisions of the Memorandum of Association 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 of Trustees 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 none or none capable of acting.

THE SEAL

50. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees and in the presence of at least two members of the Board of Trustees and of the Secretary or another member of the Board of Trustees in his or her absence and the said members and the Secretary (or additional member) shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

PROCEEDINGS OF THE BOARD OF TRUSTEES

51. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, fifty per cent of the Trustees at that time 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.
52. A member of the Board of Trustees may, and on the request of a member of the Board of Trustees the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice served upon the several members of the Board of Trustees.

53. The Board of Trustees shall at the first meeting after each Annual General Meeting, elect from among its members a Chairman and a Vice-Chairman. The Chairman shall be elected for a term of two years and the Vice Chairman for one year.
54. The Chairman shall be entitled to preside at all meetings of the Board of Trustees and shall be an ex-officio member of all meetings of Fellows and of all committees appointed by the Board of Trustees. When the Chairman is not available the Vice-Chairman shall be entitled to act for him. A retiring Chairman or Vice-Chairman shall if still a member of the Board of Trustees be eligible for re-election. The maximum number of consecutive years which a Chairman can serve without a break of one year is six years. If at any meeting of the Board of Trustees neither the Chairman nor Vice-Chairman is present and willing to preside within five minutes of the appointed time of the meeting the members of the Board of Trustees present shall choose one of their number to be Chairman of the meeting.
55. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board of Trustees generally.
56. All acts bona fide done by any meeting of the Board of Trustees or of any Committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding that 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 of Trustees.
57. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Society and of the Board of Trustees and of committees of the Board of Trustees 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.
58. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

ACCOUNTS

59. The Board of Trustees shall cause proper accounting records to be kept and transmitted to the Charity Commission in accordance with sections 221 and 222 of the Act and the Charities Act 1993.
60. The accounting records shall be kept at the office, or, subject to the Act, at such other place or places as the Board of Trustees shall think fit, and shall be open to the inspection of the members of the Board of Trustees at all reasonable times as defined in Standing Orders.
61. The Board of Trustees shall from time to time determine in its Standing Orders whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Society or any of them shall

be open to the inspection of Members of the Society, not being members of the Board of Trustees, and no Member of the Society, not being a member of the Board of Trustees, shall have any right of inspecting any accounting record or book or document of the Society except as conferred by Statute or otherwise by the Board of Trustees.

62. At the Annual General Meeting in every year the Board of Trustees shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date, accompanied by proper reports of the Board of Trustees and the Auditors (all of which shall be framed in accordance with any statutory requirements for the time being in force) and by any other documents required by law to be annexed or attached thereto or to accompany the same. The Auditors' report shall be laid before the Society in General Meeting as required by section 241 of the Act.

AUDIT

63. Once at least in every year the accounts of the Society shall be audited by one or more properly qualified Auditor or Auditors.
64. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board of Trustees being treated as the directors mentioned in the relevant sections of the Act.

NOTICES

65. A notice may be served by the Society upon any Member, either personally or by sending it through the post in prepaid letter, addressed to such Member at his or her registered address as appearing in the register of Members.
66. As regards those Members who have no registered address in the United Kingdom, a notice displayed in the registered office of the Society shall be deemed to be properly served on them at the expiration of twenty-four hours after it is so displayed.
67. Any notice, if served by post, shall be deemed to have been served on the fourth 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.

DISSOLUTION

68. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

69. Every member of the Board of Trustees or other officer of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he or she may sustain or incur in or about the execution of the

duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 727 of the Act, in which relief is granted to him or her by the Court and no such member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his or her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ALTERATION

70. No addition, alteration or amendment shall be made to or in the provisions of the Society's Memorandum or Articles of Association which would cause the Society to cease to be a charity at law.

Approved in Annual General Meeting 30 June 2009

Endorsed and accepted by the Trustees at the Board Meeting of 28 July 2009