

The Companies Act 2006
Company Limited by Guarantee and not having Share capital

ARTICLES OF ASSOCIATION

-OF-

THE TRAILS TRUST

(As amended by Special Resolution passed on 24th November 2010)

GENERAL

1. Definitions

WORDS

The Act

The Trust

The Council

MEANINGS

The Companies Act, 2006 or any subsequent amendment or addition thereto at any time.

The Trails Trust

The Council of Management for the time being of the Trust as constituted at the date of adoption of these Articles of Association,

Words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations which shall include any body corporate any county local or other public authority or any unincorporated association.

Any words or expressions defined in the Act or any statutory modification thereof in force at the adoption of these Articles, shall if not inconsistent with the context, bear the same meanings in these Articles.

2. OBJECTS

The objects of the Trust are:

- 2.1. For the benefit of the public to promote the protection, restoration and improvement of existing bridleways, byways and other public rights of way, and the addition of new bridleways, byways or other public rights of way, in the interests of social welfare and with a view to improving the conditions of life of the public.
3. In furtherance of the objects, but not otherwise the Charity may exercise the following powers:-
 - 3.1. To create a network of safe linear and circular countryside recreational, transport and heritage routes in England and Wales. The creation of this network will be achieved

by promoting the restoration of historical bridleways and byways to good and usable order and by adding new bridleways where it is deemed necessary or desirable/

- 3.2. To install, repair and maintain all such bridleways and byways for the use and benefit of the public. Installation, repair and maintenance work will be carried out by using natural complementary materials to protect, preserve and restore the existing and/or historical characteristics of the way.
- 3.3. To provide support, education and consultancy services for other organisations, agencies and government departments.
4. The income and property of the Charity 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 any members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:-
 - 4.1. Of the usual professional charges for business done by any member of the Council who is a solicitor, accountant, or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf; Provided that at no time shall a majority of members of the Council benefit under this provision and that the member to benefit shall withdraw from any meeting at which his or her appointment and remuneration, or that of his or her partner, is under discussion.
 - 4.2. Of reasonable and proper remuneration for any services rendered to the Charity by any member, officers or servant of the Charity who is not a member of the Council.
 - 4.3. Of interest on money lent by any member of the Charity or Council at a reasonable or 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 Council.
 - 4.4. Of fees, remuneration or other benefit in money or at money's worth to any company of which a member of the Council of Management may also be a member holding not more than 1/100th part of the issued capital of that company.
 - 4.5. To any member of the Council of reasonable out-of-pocket expenses.
 - 4.6. Of the premium in respect of any indemnity insurance to cover the liability of the members of the Council which by virtue of any rule of law would otherwise attach to them subject to the provisions of the Act.

5. LIABILITY OF MEMBERS

The liability of the members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up while he or she is a member or within one year after he or she ceased to be a member and for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may not be exceeding one pound.

7. MEMBERSHIP

The number of members of the Trust is unlimited.

- 7.1. Such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust and their names shall be entered in the register of members accordingly.
- 7.2. Every application for membership shall be in such form as the Council prescribes or approves whether or not in writing.
- 7.3. The following persons and none others shall be members of the Trust:
 - 7.3.1. The subscribers to the Memorandum and Articles of Association.
 - 7.3.2. Such persons as shall be nominated by the subscribers on the date of the incorporation of the Trust to be admitted to membership.
 - 7.3.3. There shall be such classes of members as the Council shall from time to time determine, and the Council shall from time to time by Regulations prescribe the qualifications (whether by way of payment, annual subscriptions, payments of donations or otherwise) for each class of membership, and the rights and privileges, restrictions and conditions (including voting rights) applicable to membership of any class (subject where necessary to confirmation by a general meeting).
- 7.4. Unless and until otherwise determined or prescribed by the Council (subject where necessary to confirmation by a general meeting) the classes of members of the Trust shall be as follows:-
 - 7.4.1. Founder Members
 - 7.4.2. Adult Members
 - 7.4.3. Family Members (– under 18s to be non-voting)
 - 7.4.4. Junior Members (– non-voting)
 - 7.4.5. Honorary Members

Honorary members shall be such persons as the Council shall elect to be Honorary members either for life or for a limited period. Honorary members shall not be required to make a payment, annual or otherwise to the Trust.
- 7.5. Subject to this Article 7.5 and to the Act every member shall be entered as a member of the Trust on the Register of members of the Trust.
 - 7.5.1. The rights and privileges of members of any class save when expressly stated in these Articles shall be prescribed by the Council from time to time but non Voting members shall not be Members of the Trust for the purpose of the Act and accordingly:-
 - a) Particulars in relation to them shall not be entered in the Register of members of the Trust: and
 - b) They shall not be entitled to receive notice of or vote at any General Meeting of the Trust or to take part in the election of or be qualified to be members of The Council.
- 7.6. All annual subscriptions shall be payable in advance (in such instalments as the Council shall prescribe) on such dates (which need not be the same for all members)

in each year, as the Council shall from time to time direct but in the case of a new member his first subscription or the appropriate instalment thereof shall be payable upon his application for membership.

- 7.7. If an application for membership is refused, the first subscription shall be returned to the applicant.
- 7.8. If any member liable to payment of an annual subscription shall not have paid the same by the end of the third calendar month next after the relevant instalment of the same became payable he shall cease on that date to be a member and shall be removed from the Register of members accordingly.
- 7.9. Any member may terminate his membership of the Trust at any time by notice in writing served on the Secretary and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members.
8. If any member fail in the observance of the Articles of Association or of any Regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an General Meeting of the Trust for the purpose of considering an Special Resolution for the expulsion of such member and on such Resolution being passed the name of such a member shall be removed from the Register of members, and he shall thereupon cease to be a member save that such Resolutions shall not be put to the vote without the member concerned first having been allowed the right to be heard on the resolution.
- 8.1. A person ceasing for any reason to be a Member of the Trust shall not be entitled to a refund in whole or in part of any annual subscriptions or other moneys already paid by him to the Trust and he shall remain liable for payment of all annual subscriptions or other moneys due by him to the Trust at the date on which he ceased to be a Member.

GENERAL MEETINGS

9. A General Meeting of the Trust shall be held in every calendar year as an Annual General Meeting (not being more than fifteen months after the holding of the last preceding General Meeting) at such time and place as the Council shall appoint provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
11. The Council may convene a General Meeting, on their own requisition or such a meeting may be convened by members of the Trust, in accordance with section 303 of the Act.
12. General Meetings shall be called on fourteen days notice at least. Twenty one days if any special resolution is to be proposed or if the meeting is the Annual General Meeting (a notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, such notice be given to the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed from

time to time by the Trust in General Meeting. The accidental omission to give notice to any member, or the non receipt by any member of such notice, shall not invalidate the proceedings at any General Meetings.

PROCEEDINGS AT GENERAL MEETINGS

13. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet of the Trust, the report of the Council and Auditors, to elect members of the Council in place of those retiring or to fill any vacancies on the Council and to appoint the Auditors and fix their remuneration and to transact any other business which shall have been included in the notice of the Annual General Meeting. All other business transacted at an Annual General meeting shall be deemed special business.
14. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present within fifteen minutes of the time of the meeting given in the notice of such a meeting. Save as herein otherwise provided, five Voting members of the Trust, present in person and entitled to vote, shall be a quorum. Any meeting which was quorate when it commenced shall be deemed quorate throughout.
15. If within fifteen minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all the business specified in the notice of the meeting which a full quorum might have done but not further or otherwise.
16. The chairman (if any) of the Council shall preside as Chairman at every General meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the chair, the members present shall choose one of their number to be Chairman and may proceed with the business of the meeting subject to a quorum being present.
17. The Chairman may, with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty one days or more, a renewed notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.
18. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by a least two Voting Members present in person or by proxy and entitled to vote, and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands 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 book of the proceedings of the Trust shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll is demanded it shall be taken at such time and in such manner as the Chairman of the meeting shall direct, and the result shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
21. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

VOTES OF MEMBERS

23. Every Member shall have one vote save as provided in Article 21.
24. Save as herein expressly provided, no person other than a Member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.
- 24.1. Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the chairman of directors or other recognised officer of a corporation, shall be conclusive evidence of such appointment.
25. Votes may be given on a poll or on a show of hands either personally or by proxy. The representative of a corporation may vote on a show of hands or on a poll. .
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
27. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office of the Trust or at such other place in the United Kingdom as may be specified for that purposed in the notice convening the meeting at least forty eight hours before the time appointed for the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from its execution.
28. A vote given in accordance with the terms of an instrument of a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the office of the Trust or other appointed place as aforesaid before the

time fixed for holding the meeting.

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

“I.....of.....

a member of the Trails Trust (hereinafter called the Trust) and entitled to one vote, hereby appoint.....of

..... another member of the Trust, and failing him
..... another member of the Trust to vote for me at the
(Annual or General, as the case may be) General Meeting of the Trust to be held on
theday of

and at any adjournment thereof.

As Witness my hand thisday of.....”

COUNCIL OF MANAGEMENT

30. The affairs of the Trust shall be managed by the Council. The number of the members of the Council shall not be less than three nor more than ten.
- 30.1. The members of the Council shall be
- 30.2. Such persons (being Members of the Trust) as shall from time to time be put forward by the Council and elected by the Members of the Trust in General Meeting.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

31. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meeting as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
32. A member of the Council may, and on request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by written notice served upon each member of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of meeting.
33. The Council shall from time to time elect a Chairman who shall be entitled to preside at all the meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for the holding of the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.
34. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Regulations of the Trust for the time being vested in the Council generally.

35. The Council may delegate any of their powers to committees consisting of a member or members of the Council as they think fit, and any committees so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the same provisions as apply to the regulation of the meetings and proceedings of the Council so far as applicable and so far as the same are not superseded by any regulations made by the Council when delegating as aforesaid. All acts and proceedings of any such committee or committees shall be minuted and reported back fully and promptly to the Council.
36. All acts bona fide done by any meeting of the Council or any committee of the Council, or by any authorised person acting as a member of the Council shall be valid, notwithstanding that it is afterwards discovered that there was some technical defect in the calling of the meeting, appointment of any committee or continuance in office of any authorised member.
37. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of the committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported 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.
38. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

POWERS OF TRUST AND COUNCIL

39. It shall be within the objects of the Trust:
 - 39.1. To pay all proper costs charges and expenses incurred in the formation and establishment of the Trust.
 - 39.2. To purchase or otherwise acquire for the Trust any property rights or privileges which the Trust is authorised to acquire at such a price and generally on such terms and conditions as they may think fit.
 - 39.3. To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon by mortgage or charge upon the whole or part of the assets and property of the Trust, present or future, and to issue bonds debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust not so charged at any time.
 - 39.4. At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or bonds, debentures, or other securities of the Trust.
 - 39.5. With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by trust by mortgage or charge of all or any property and rights of the

Trust or in such a manner as they may think fit.

- 39.6. To appoint and at their discretion remove or suspend such officer and other staff for permanent temporary or special services as they from time to time think fit, and to invest such staff with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such an amount as they may think fit.
- 39.7. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debt due and of any claims or demands by or against the Trust.
- 39.8. To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- 39.9. To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- 39.10. From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs of the Trust, and from time to time repeal and alter the same or make others in lieu thereof as may seem expedient provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of these Articles of Association as could only legally be made by a Special Resolution.

ROTATION OF MEMBERS OF THE COUNCIL

40. At the first Annual General Meeting of the Trust all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the nearest one-third, shall retire from office.
41. The members of the Council to retire in every year shall be those who have been longest in office since the last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
42. A retiring member of Council shall be eligible for re-election.
43. The Trust shall, at the meeting at which a member of the Council retires as provided, fill the vacancy by electing a person thereto, unless at such a meeting it is expressly resolved not to fill such a vacancy.
44. No person other than a member of the Council obliged by these provisions to retire at the meeting shall be eligible for election to membership of the Council at any general meeting unless not less than three nor more than thirty days before the date appointed for the meeting, there shall have been left at the registered office of the Trust a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose a person for election together with the written consent and also notice in writing signed by that person of willingness to be elected.
45. The Trust may from time to time by ordinary resolution increase or reduce the numbers of the Council, and may also determine in what rotation the increased or

reduced number is to go out of office.

46. Notwithstanding any of these Articles or in any agreement between the Trust and such member the Trust may by ordinary resolution, in accordance with Section 168 of the Act, remove any member of the Council before the expiration of his period of office.
47. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed under Article 47 and the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. The office of a Member of the Council shall be vacated if the member:
 - 48.1. becomes bankrupt or insolvent or compounds with his creditors or becomes prohibited by law from acting as a member of Council;
 - 48.2. becomes incapable by reason of illness or injury of discharging his duties as a member of Council;
 - 48.3. be convicted of an offence the commission of which by a Member of the Council could bring the Trust into disrepute;
 - 48.4. gives the Council notice in writing of his resignation from his office;
 - 48.5. is absent without the permission of the Council from all Meetings of the Council for a period of six months;

and in the case of paragraphs (2), (3) and (5) the Council resolve that the Member shall vacate their position

Provided that where any resolution for the disqualification of a member of the Council is made to any meeting such proposal shall not be passed without the member liable for such disqualification first having been given the opportunity to be heard on the resolution.

49. If a conflict of interests arises for a council member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted council members may authorise such a conflict of interests where the following conditions apply:
 - 49.1. the conflicted council member is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - 49.2. the conflicted council member does not vote on any such matter and is not to be counted when considering whether a quorum of council member is present at the meeting; and
 - 49.3. the unconflicted council member consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a council member or to a connected person.

SECRETARY

50. A Secretary may be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of action provided always that no member of the Council may occupy the salaried position of Secretary and / or Deputy Assistant Secretary.

EXECUTION OF DOCUMENTS

51. The Council may authorise the use of the Seal (if any) of the Trust by resolution or may at the option of the Council appoint two or more authorised signatories on behalf of the Trust to execute all deeds requiring a seal or execution as a deed. The Trust may also execute documents in accordance with the provisions of the Act.

INCOME OF THE TRUST

52. The income of the Trust shall be applied solely towards the promotion of the objects of the Trust as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or part of such income to trustees to be applied by them for the advancement of the objects of the Trust in such manner as they shall think best) with power to the Council to create a reserve fund to be applied for such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purposes to any one or more purposes, and , pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.
53. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which receipts and expenditure take place of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being such accounts shall be open to the inspection of members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified Auditor or Accountant in accordance with the Companies Act and any other relevant rule of law.

ACCOUNTS

54. The books or account shall be kept at the registered office of the Trust or, subject to the Act at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the members not being members of the Council, and the members shall only have such rights of inspection as are given to them by the Act or

by such resolutions aforesaid.

AUDIT

55. Subject to these Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Act provides the documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 55.1. Subject to these Articles, any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by Council members may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being.
56. Any notice to be given to or by any person pursuant to the articles:
 - 56.1. must be in writing; or
 - 56.2. must be given in electronic form.
57. The Trust may give any notice to a Member either:
 - 57.1. personally; or
 - 57.2. by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - 57.3. by giving it in electronic form to the Member's address;
 - 57.4. by placing the notice on a website and providing the person with notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
58. A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
59. A Member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
60. Proof that an envelope containing a notice was properly address, prepaid and posted shall be conclusive evidence that the notice was given.
61. Proof that an electronic form of notice was given shall be conclusive where the Trust can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

DISSOLUTION

62. If upon winding up or dissolution of the Trust where it remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Trust but shall be transferred to some others charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such

provision, then to some other charitable object to benefit the people of Somerset.