

Company No. 612172

The Companies Acts, 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

of

OXFAM

I certify that this is a true copy of the Memorandum and Articles of Oxfam as amended by Special Resolution on 30 September 2005, November 23 2007 and 24 April 2009.

Mike Parkinson Assistant Company Secretary

Revised constitution
24 April 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

- of -

OXFAM

(Amended by Special Resolutions passed on 30 September 2005, 23 November 2007 and 24 April 2009)

1. The name of the Company (hereinafter called "The Charity" or "The Association") is "Oxfam".
2. The registered office of Oxfam will be in England.
- 3.1 The objects for which Oxfam is established (the "Objects") for the public benefit are -
 - 3.1.1 To prevent and relieve poverty and to protect the vulnerable, including through humanitarian intervention
 - 3.1.2 To advance sustainable development;
 - 3.1.3 To promote human rights and equality and diversity, in particular where to do so contributes to the prevention and relief of poverty;in all cases working anywhere in the world.
- 3.2 In these Objects:
 - 3.2.1 "to protect the vulnerable" means to relieve the charitable needs of those individuals whose life, livelihood, security or health are at risk
 - 3.2.2 "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs and will be promoted by:
 - (a) the preservation, conservation and the protection of the environment and the prudent use of resources, in particular where to do so contributes to the prevention and relief of poverty
 - (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities;

- (c) the promotion of sustainable means of achieving economic growth and regeneration, in particular where to do so contributes to the prevention and relief of poverty

3.2.3 “human rights” means human rights as defined in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations, and will be promoted in particular by:

- (a) education about human rights;
- (b) international advocacy of human rights;
- (c) promoting respect for human rights; and
- (d) contributing to the sound administration of human rights law

3.2.4 equality and diversity will be promoted by :

- (a) the elimination of discrimination on the grounds of race, gender, disability , sexual orientation or religion;
- (b) advancing education and raising awareness in equality and diversity;
- (c) promoting activities to foster understanding between people from diverse backgrounds;
- (d) conducting or commissioning research on equality and diversity issues and publishing the results to the public;
- (e) cultivating a sentiment in favour of equality and diversity.

4. The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To purchase, take on lease or in exchange, hire or otherwise acquire any property and assets and any rights or privileges which the Charity may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- 4.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects (but only in accordance with the relevant restrictions imposed by the Charities Act 1993).
- 4.3 To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to its objects.
- 4.4 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 4.5 To deposit money in any lawful way and to invest the whole or any parts of it in investments anywhere and of any kind (including the purchase or improvement of freehold or leasehold property) whether or not they produce income and to change such investments freely at the Charity’s sole discretion as though it were not the trustee but the beneficial owner of the money.

- 4.6 To establish, administer and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes.
- 4.7 To grant land or contribute moneys to any persons, bodies of persons, or agencies including Commonwealth or foreign governments or their representatives upon terms which will ensure that the moneys are used for the purposes of the Charity.
- 4.8 To act as an executor and trustee or sole executor and trustee of the Will or Codicil of any deceased person and to do all such acts or things as may be required of an executor and/or trustee to perform such duties.
- 4.9 To provide advice or education.
- 4.10 To publish or distribute information.
- 4.11 To co-operate with other bodies, and in particular to strengthen partner organisations supported by Oxfam.
- 4.12 To make grants or loans of money and to give guarantees.
- 4.13 To promote or carry out research.
- 4.14 To set aside funds for special purposes or as reserves against future expenditure.
- 4.15 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 4.16 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.17 To enter into contracts to provide services to or on behalf of other bodies.
- 4.18 To establish subsidiary companies to assist or act as agents for the Charity.
- 4.19 To delegate the management of investments to a financial expert (as defined in clause 4.19), but only on the terms that:
 - 4.19.1 the investment policy is recorded in writing for the financial expert by the Trustees.
 - 4.19.2 every transaction is reported promptly to the Trustees.
 - 4.19.3 the performance of the investments is reviewed regularly with the Trustees.
 - 4.19.4 the Trustees are entitled to cancel the delegation arrangement at any time.
 - 4.19.5 the investment policy and the delegation arrangement are reviewed at least once a year.
 - 4.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt.
 - 4.19.7 the financial expert must not do anything outside the powers of the Trustees. A financial expert is an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.

- 4.20 To carry out work for the protection of minorities.
- 4.21 To carry out campaigning and advocacy.
- 4.22 To do anything else within the law which promotes or helps to promote the Objects.

5. **BENEFITS TO MEMBERS AND TRUSTEES**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Association but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied.
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity.
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.15, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel actually incurred in running the Charity).
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings).
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding.
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity.
 - 5.3.2 the nature and level of the remuneration are no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4.
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter.
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information.
 - 5.4.3 not be counted in the quorum for that part of the meeting.
 - 5.4.4 withdraw during the vote and have no vote on the matter.
 - 5.4.5 This clause may not be amended without the prior written consent of the Commission.
- 6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Charity having objects similar to the objects of the Charity, such Charity to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object which is recognised as a charitable object under the laws of England and Wales and under the laws of Scotland.
9. True accounts shall be kept of the sums of money received and expended by the Charity, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Charity and of the property, credits and liabilities of the Charity; 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 Charity for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN LORD, 54 Sunderland Avenue, Oxford (retired bank official)

HUGH ALEXANDER ROBERTSON, 17 Moreton Road, Oxford (physician)

HENRY ROBERTS MOXLEY, 301 Woodstock Road, Oxford (chairman of the Oxford
Com. for F.R. - retired Congregational Minister)

BARBARA MARY FRANKS, Hill Top, Headington Road, Oxford (Justice of the Peace)

MICHAEL HOTHAM ROWNTREE, 23 Upland Park Road, Oxford (Company Director)

LEO LIEPMAN, 3 Rawlinson Road, Oxford (Lecturer)

ROBIN HARRY LANGDON-DAVIES, 3 Carey Close, Oxford (Chartered Accountant)

MAURICE BOWRA, Head of College, Wadham College, Oxford

KATHLEEN MARIE COMPTON-FORD, 154 Walton Street, Oxford (Nursing Sister)

FLORENCE KATHLEEN LOWER, 7 Ramsay Road, Headington, Oxford
(Alderman, Oxford City Council)

LAWRENCE EARNSHAW, 2 Mere Road, Upper Wolvercote, Oxford (Insurance Agent)

LESLIE FRANK BRADBURN, 2 Magpie Lane, Oxford (Bank Manager, Oxford)

JOHN PARKER WELLS, 24 Harbord Road, Oxford (City Librarian, Oxford)

THEODORE RICHARD MILFORD, The Master's House, Temple, London EC4
(Master of the Temple)

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RANULPH MONTAGUE ASTBURY, 10 Bishops Avenue, Bromley, Kent

(Salvation Army Officer (Commissioner))

LILY EDITH HINXMAN, 33 Devonshire Road, Salisbury (Retired Teacher and Company Director)

MARGARET ANN BACKHOUSE, 135 Makepeace Mansions, London N6 (Spinster)

C. JACKSON COLE, Normanhurst, St. Leonards, Sussex (Company Director)

ROGER J. HOLMAN, 10 High Street, Tunbridge Wells, (Cutler)

LEONARD ANGERSON, 1 Kenmare Road, Bristol 4, D.R.S., B.R.

PHILIPPA RUTH FOOT, 16 Park Town, Oxford (Fellow and Tutor, Somerville College)

GEORGE FREDERICK JAMES TEMPLE, Summertown House, Oxford (Sedleian Professor)

ALBERT EDGAR HOLBROOK, B.A. 38 Dewsland Park Road, Newport, Mon (Ex-teacher)

HOWARD SPENCER MURPHY, 32 Davenant Road, Oxford (Solicitor)

ROY STUART LEE, 3 Holywell, Oxford (Minister of Religion)

Dated this 11th day of September, 1958.

Witness to the above signatures -

HOWARD LESLIE KIRKLEY
Chartered Secretary

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
OXFAM

(Amended by Special Resolution passed on 28 November 2003)

MEMBERS OF THE ASSOCIATION

1. The number of members shall be thirty-two.
2. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The subscribers to the Memorandum of Association and (subject to the provisions of Article 5) such other persons as the Council shall appoint to membership shall be members of the Association, but such appointment shall terminate unless the Association ratifies it at its next Annual General Meeting ("AGM").
4. The Council may elect honorary members or emeritus members of the Association for such time and on such terms as it shall think fit but such election shall not give any such person the status of a member.
5. Subject to Article 6, a member is normally appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified. On the expiration of the term, a member is eligible for re-appointment for one further term expiring at the third AGM after the reappointment. Thereafter, and subject to Article 6, a further year (or period between one AGM and the next if shorter) must normally elapse before he or she is eligible for reappointment as a member. During that period the member shall be an "Ineligible Person". A member may be appointed or reappointed for a shorter term, and if so, then the period when such person is an Ineligible Person shall commence from the end of his/her second term.
6. In the event that a member is appointed to be a trustee, he or she will remain a member until his or her appointment as a trustee terminates.
7. Membership is terminated if the member concerned:
 - 7.1 gives written notice of resignation to the Charity
 - 7.2 dies
 - 7.3 is requested by resolution of a General Meeting or of the Council to resign, but so that a member of the Association so requested by Council to resign may (within fourteen days after notice of the said resolution shall have been given to him/her by the Secretary for the time being of the Charity) appeal against such resolution to the Charity in General Meeting, in which case the Council shall with all reasonable despatch convene a General Meeting to consider the matter, and in the event of the appeal being successful, the resolution requesting the member of the Association to resign shall be (and shall be deemed to be) void *ab initio*.

GENERAL MEETINGS

8. Members are entitled to attend general meetings personally. General meetings are called on at least clear 21 days written notice specifying the business to be discussed. The accidental omission to give notice of a meeting to, or the non-receipt by any person entitled to receive

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- notice thereof, shall not invalidate any resolution passed, or proceedings held, at any meeting.
9. There is a quorum at a general meeting if the number of members personally present is at least ten.
 10. The Chair or Vice-Chair or (if the Chair and Vice-Chair are unable or unwilling to do so) some other member elected by those present presides at a general meeting .
 11. Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
 12. Except for the chair of the meeting, who has a second or casting vote, every member present in person has one vote on each issue. Votes shall be given personally and not by proxy.
 13. A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
 14. The Charity must hold an AGM in every year which all members are entitled to attend. At an AGM the members:
 - 14.1 receive the accounts of the Charity for the previous financial year.
 - 14.2 receive the Trustees' report on the Charity's activities since the previous AGM.
 - 14.3 accept the retirement of those Trustees who wish to retire or who are retiring in accordance with these Articles.
 - 14.4 elect persons to be Trustees to fill the vacancies arising.
 - 14.5 appoint or ratify the appointment of members of the Association.
 - 14.6 appoint auditors for the Charity.
 - 14.7 deal with any other business put before them.
 15. Any general meeting which is not an AGM is an EGM.
 16. An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least five members.

COUNCIL OF TRUSTEES

17. Until otherwise determined by a General Meeting, the number of members of the Council shall be not less than ten and not more than twelve.
18. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council. The Council may from time to time and at any time appoint as a member of the Council any member of the Association (other than an Ineligible Person) either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded.
19. The Trustees as charity trustees have control of the Charity and its property and funds.
20. Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.

PROCEEDINGS OF TRUSTEES

21. The Trustees must hold at least four meetings each year. A quorum at a meeting of the Trustees is six Trustees.
22. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
23. The Chair or the Vice Chair or (if the Chair and Vice Chair are unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
24. Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
25. Except for the chair of the meeting, who has a second or casting vote, every Trustee has one

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vote on each issue.

- 26. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 27. The Trustees shall where they consider it practical and appropriate maintain the Charity's traditional links with Oxford.

POWERS OF TRUSTEES

- 28. The Trustees have the following powers in the administration of the Charity:
 - 28.1 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
 - 28.2 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
 - 28.3 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
 - 28.4 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
 - 28.5 to establish and amend procedures to assist the resolution of disputes within the Charity
 - 28.6 to exercise any powers of the Charity which are not reserved to a general meeting
 - 28.7 to confer for a period of up to ten years on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity or other honorific titles.
- 29. In these Articles an "AGM year" shall mean the period commencing with the closing of the AGM in any relevant year and ending with the commencement of the AGM next thereafter following.
- 30.1 The Council from time to time shall elect a Chair from amongst its number who shall be entitled to preside at all meetings of the Council at which he/she shall be present, and the Council may determine for what period the Chair is to hold office as such, subject to a maximum of the period until the next AGM and the five subsequent AGM years, following which that person is ineligible to be Chair for a period of one AGM year.
- 30.2 The Council shall elect from amongst its number an Honorary Treasurer and such other honorary Officers as it may agree from time to time, each such election to be for such period as the Council shall decide, subject to a maximum of the period until the next AGM and the three subsequent AGM years. The Council may in its absolute discretion reappoint the Honorary Treasurer for one further period as it shall decide up to a maximum of three AGM years, following which that person is ineligible to be Honorary Treasurer for a period of one AGM year.
- 30.3 The Council may from time to time elect a Chair Designate between AGMs for the period until the next AGM and for the one AGM year following, or at an AGM for one AGM year. The Council may resolve that the Chair Designate shall have the power of the Vice-Chair.
- 30.4 If there is no Chair-Designate, Council may appoint a Vice-Chair from amongst its members, and the Council may determine for what period the Vice-Chair is to hold office as such, up to a maximum of the period until the next AGM and the three subsequent years, provided that if Council elects a Chair-Designate, the Vice-Chair's term of office shall expire at the time that the Chair-Designate's appointment takes effect. The Vice-Chair shall be entitled to preside at all meetings of the Council at which the Chair is not present, and still have the powers of the Chair at such meeting(s).
- 30.5 If at any meeting the Chair, Chair-Designate and Vice-Chair are not present at the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chair of the meeting.
- 31. The members for the time being of the Council may act notwithstanding any vacancy in their body; but if the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

32. The Council may from time to time by resolution appoint a Secretary, and assistant or deputy Secretaries, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

33. The Council shall provide for safe custody of the Seal of the Charity which shall only be used by such persons as are authorised by the Council from time to time in that behalf and every instrument to which the Seal shall be affixed shall be signed by two authorised signatories appointed by the Council for the purpose and in favour of any purchaser or person *bona fide* dealing with the Charity. Such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

34. A Trustee's term of office automatically terminates if he or she:
- 34.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 34.2 is mentally incapable of managing his or her own affairs
 - 34.3 is absent from three consecutive meetings of the Trustees, unless the Council determines otherwise
 - 34.4 ceases to be a member
 - 34.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 34.6 is removed by resolution passed by at least 75 percent of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
35. The Charity shall not be subject to section 293 of the Act and accordingly no person shall be ineligible for appointment or election as a member of the Council and no member of the Council shall be liable to vacate his/her office by reason of his/her attaining or having attained the age of seventy or any other age.

APPOINTMENT AND RETIREMENT OF MEMBERS OF COUNCIL

36. The Trustees may at any time co-opt any person 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 AGM. The Trustees shall also appoint such person as a member of Association, subject to Article 3.
37. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
38. A Trustee is appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified, subject to Article 39. On the expiration of that term, a Trustee is eligible for re-appointment for one further term, the length of which shall be fixed by the Association at the time of re-appointment, or extended subsequently, but which may not extend beyond the fifth AGM after re-appointment. Subject to Article 39, on the expiration of two consecutive terms, or on the earlier termination of the Trustee's appointment, the period between two consecutive AGMs must normally elapse before he or she is eligible for further appointment.
39. In the event that a Trustee is appointed to be Chair or Treasurer or Vice-Chair, he or she will remain as a Trustee after the expiration of two consecutive terms as a Trustee until he or she ceases to hold such office, after which the period between two consecutive AGMs must elapse before he or she is eligible for reappointment as a Trustee. If a Trustee is appointed as Chair Designate, he or she will remain a Trustee until he or she ceases to hold such office, and thereafter may remain a Trustee if appointed to be Chair until he or she ceases to hold the office of Chair.

40. The Association may, at the meeting at which any member of the Council retires from or ceases to be a member of the Council, fill up the vacated office by electing a member of the Association (other than an Ineligible Person) thereto.

ACCOUNTS

- 41.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of England and Wales of:
- 41.2 annual reports
- 41.3 annual returns
- 41.4 annual statements of account
- 41.5 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

NOTICES

42. A notice may be served by the Charity upon any members, either personally or by sending it through the post in a prepaid letter, or by fax message or other information technology message receivable in permanent printed form addressed to such member at his/her registered address as appearing in the register of members or fax or other information technology communication number duly notified to the Secretary by that member in writing.
43. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Charity.
44. Any notice, if served by first class prepaid post, shall be deemed to have been served on the day following that on which the letter containing the same was put into the post, and the receipt of the Post Office that such letter has been accepted as Recorded Delivery post shall be sufficient to prove service of it. Alternatively, a notice may be served by fax or other information technology message receivable in permanent printed form and the fax or other information technology sender's receipt that such message has been a good transmission shall be sufficient to prove service of it.
45. The signature to any notice to be given by the Charity may be written or printed.
46. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

DISSOLUTION

47. Clause 9 of the Memorandum of Association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

INTERPRETATION & DEFINITIONS

- 48.1 In the Memorandum and in these Articles:

“The Act” means the Companies Act 1985

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“AGM” means an annual general meeting of the Charity

“These Articles” means these articles of association

“Association” means the above limited liability company, Oxfam.

“Chair” means the chair of the Trustees

“the Charity” means the company governed by these Articles, Oxfam

“charity trustee” has the meaning prescribed by section 97(1) of the Charities Act 1993

“Council” means the Council of Trustees for the time being of the Association

“EGM” means an extraordinary general meeting of the Charity

“material benefit” means a benefit which may not be financial but has a monetary value

“member” and “membership” refer to membership of the Charity

“Memorandum” means the Charity's Memorandum of Association

“month” means calendar month

“the Objects” means the Objects of the Charity as defined in clause 3 of the Memorandum

“Secretary” means the Secretary of the Charity

“Seal” means the Common Seal of the Association

“Trustee” means a director of the Charity and 'Trustees' means all of the directors.

“written” or “in writing” refers to a legible document on paper including a fax message

49. Expressions defined in the Act have the same meaning.
50. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
51. Headings to any Article are for guidance only and shall not form part of the Article itself.