

THE COMPANIES ACTS. 1931 TO 1993

ISLE OF MAN

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL ISLAND GAMES ASSOCIATION

Incorporated on the 22nd day of October 1996

Dickinson, Cruickshank & Co.

Advocates

Douglas

THE COMPANIES ACTS. 1931 TO 1993

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MEMORANDUM OF ASSOCIATION

OF

INTERNATIONAL ISLAND GAMES ASSOCIATION

1. The name of the Company is: -
"International Island Games Association".
2. The Company is a Private Company.
3. The liability of the members is limited.
4. The Registered Office of the Company shall be in the Isle of Man
5. The objects of the Company shall be established for the charitable purpose of
 - (a) Fostering and encouraging friendship through sporting activities between diverse Island communities.
 - (b) Providing opportunities for sportsmen and sportswomen to participate in international sport.
 - (c) Promoting in every second year intervals an Island Games programme, which shall be restricted to competitors representing an Island, whose Association is a member of the International Island Games Association.
By participating in the bi-annual Island Games programme, and through hosting the games, member islands should be able to achieve the following objectives:
Sports
 - Improve the development of and participation in sport on their island.
 - Improve the administration of sport at a local level.
 - Develop the sporting facilities on their island.
 - Provide a wider range and level of competition for all athletes.
 - Provide opportunities for competitors to enhance their skill and performance level.
 - Place their island on the sporting map.

Ethical

- Encourage a regime of fairness in sporting competition.
- Ensure that advantage is not gained by the unfair use of drugs or food supplements or in any other way.

Social

- Increase cultural exchange and social interaction with other member islands from varying cultural and social backgrounds.
- Enhance island identity, pride and sense of purpose.

Political

- Improve the profile of sport in the island community.
- Place sport on the political agenda to enhance funding opportunities.
- Demonstrate to visiting politicians the benefit of the Games to the sporting community.

Commercial

- Encourage the local business community to become more involved in sport and island community development and thereby enhance the image of business in the community.

Publicity

- Promote and celebrate sport and achievements through available media.
- Promote island identity to other member islands and where appropriate the mainland.

6. A licence has been granted by the Attorney General under Section 18(1) of the Companies Act 1931 on condition that no addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association of the Company for the time being in force, unless the same have previously been submitted to and approved by the Attorney General.
7. It is the intention of the Company that it shall be registered as a charity under the Charities Registration Act 1989 as an institution established to promote the objects set out in clause 5 hereof.
8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Company in the event of its being wound up while it is a member or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this memorandum of association –

- (a) With so be formed into a company pursuant to this memorandum;

- (b) declare that all the requirements of the Companies Acts 1931 to 1993 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with.

Names and addresses of Subscribers	Signatures	Number of Shares Taken
1. Island Games Association of Jersey by Alan Cross its Authorised Official A. Cross		
2. Island Games of Mann by Paul Herbert Craine its Authorised Official P. H. Craine		

Dated this 18th day of October 1996

Witness to the above signatures:

Signature:

G F Karran

Geoffrey Friend Karran Advocate 33/37 Athol Street Douglas

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OF

INTERNATIONAL ISLAND GAMES ASSOCIATION

PRELIMINARY

1. Regulations 2 to 35 inclusive, 37, 38, 40, 41, 42, 54, 55, 56, 57, 59, 65 to 69 inclusive, 73 to 80 inclusive, 81(e), 91 to 93 inclusive, 99, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed in the remaining regulations of Table A shall constitute the Articles of Association of the Company

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The maximum number of members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase in the number of members. Every member of the Company (whether a body, an unincorporated association or a limited company) shall be such Association or Limited Company established in a particular Island and affiliated to the Island Games Association prior to the date of incorporation of the Company or affiliated under the provisions of these Articles, and shall in accordance with these Articles appoint one or more of its members either to sign a written consent to become a member or to sign the register of members on the said Association or Company becoming a member of the Company
4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the company. Membership shall not be transferable.

PROCEEDINGS AT GENERAL MEETINGS

5. In regulation 41 of Table A delete the word "such" in the first and second lines.
6. The Chairman of the Board of Directors or in his absence the Vice Chairman or in the absence of both the Chairman and the Vice Chairman some other Director nominated by the Directors shall preside as Chairman of the meeting, but if no such person is

present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman, and if there is only one Director present and willing to act he shall be Chairman.

7. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
8.
 - (a) Paragraph (d) of regulation 46 of Table A shall be omitted.
 - (b) A quorum at a General Meeting should consist of at least one third of the membership entitled to vote who shall be present in person or by proxy. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a period such a quorum ceases to be present, the meeting shall stand adjourned until such date time and place such as the Executive Committee shall determine.

VOTES OF MEMBERS

9.
 - (a) At any General Meeting every member shall be entitled to have in attendance not more than two nominated representatives, both of whom should be entitled to speak.
 - (b) On a show of hands every representative should be entitled to vote. On a poll each representative present in person or by proxy should have one vote.

MINUTES

10. In regulation 100(a) of Table A the words "made by the directors" shall be omitted. In Regulation 100(b) of Table A the words "of the holders of any class of shares in the Company" shall be omitted.

THE SEAL

11. In regulation 101 of Table A replace the words "a committee of directors authorised by the directors" with "the Executive Committee".

NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

DIRECTORS

14. The Directors shall be the following Officers of the company and three other persons all of whom shall be elected by ballot at the Annual General Meeting of the company and shall hold office for a period of two years. The Officers of the company shall be the Chairman, the Vice Chairman, and the Treasurer.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. The office of a Director shall be vacated if he shall for more than 12 consecutive months have been absent without the permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

GENERAL SECRETARY

16. Subject to the provisions of the Act the General Secretary who shall also be deemed to be the Company Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any such person appointed may be removed by them.

EXECUTIVE COMMITTEE

17. The affairs of the Company shall be managed by a Board composed of the Directors and two or more representatives of each of the members to be appointed by the members in accordance with these Articles.

CONSTITUTION AND BY-LAWS

18. The International Island Games Association Constitution and By-laws shall (save where they are inconsistent with the provisions of these Articles) be deemed to be incorporated herein and where reference is made therein to the "IGA" there shall be substituted the words "the Company".

PRIVATE COMPANY

19. Any invitation to the public to subscribe for any debentures of the Company is prohibited.

PROHIBITION OF DISTRIBUTION TO MEMBERS

20. The income of the property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Company.

ARBITRATION

21. Any dispute or difference arising under or concerning the interpretation of the Constitution and By-Laws of the Company shall be determined under the principles of Isle of Man Law and shall be settled by arbitration in accordance with the Arbitration Acts of the Isle of Man.

WINDING UP

22. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the members of the company but shall be given to some charitable object or objects

No.	Names and addresses of Subscribers
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Island Games Association of Jersey by Alan Cross its Authorised Official
A Cross Signature

The Games Association of Mann by Paul Herbert Craine its Authorised Official
P H Craine Signature

Dated this 18th day of October 1996

Witness to the above signatures:

Signature: G F Karran
Geoffrey Friend Karran
Advocate
33/37 Athol Street
Douglas

I189.2/02/BRW

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TABLE A
OF THE COMPANIES
(MEMORANDUM AND ARTICLES OF ASSOCIATION)
REGULATIONS 1988

**SCHEDULE
TABLE A**

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

INTERPRETATION

1. (1) In these regulations-
- 'the Act' means the Companies [Acts 1931 to 1986] including any statutory modification or re-enactment thereof for the time being in force;
 - 'the articles' means the articles of the company;
 - 'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - 'executed' includes any mode of execution;
 - 'office' means the registered office of the company;
 - 'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
 - 'the seal' means the common seal of the company;
 - 'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

NOTE Art.1:

- (1) definition of 'the Act' amended by Companies (Memorandum and Articles of Association) (Amendment) Regulations 198 (GC 150/88).
- (2) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

GENERAL MEETINGS

36. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
44. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
46. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded-
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid upon all the shares conferring that right;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 50. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 53. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 60. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor 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)-

.....Limited

I/We,, of, being a member/members of the above-named company, hereby appoint, of, or failing him,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 200., and at any adjournment thereof.

Signed on 200..'
- 61. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing 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)-

.....Limited

I/We,, of, being a member/members of the above-named company, hereby appoint, of, or failing him,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on 200., 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 he thinks fit or abstain from voting.

Signed this day of 200

62. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may-

- (a) be deposited at the office or at such other place within the Isle of Man as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company 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
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
- (c) 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 chairman or to the secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

NOTE Art.62 amended by Companies (Memorandum and Articles of Association) (Amendment) Regulations 1988 (GC 150/88).

63. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited 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.

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum.

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if-
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1974, or

- (ii) an order is made by a court having jurisdiction (whether in the Isle of Man or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company;

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
86. For the purposes of regulation 85-
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

87. Subject to the provisions of the Act, the directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed

as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

94. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless he has declared the nature of his interest in the manner required by section 148 of the Act.
95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

MINUTES

100. The directors shall cause minutes to be made in books kept for the purpose-
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at such meeting.

THE SEAL

101. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

NOTICES

111. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
112. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the British Islands and who gives to the company an address within the British Islands at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
113. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

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