

**ARTICLES OF ASSOCIATION FOR A PRIVATE
COMPANY LIMITED BY GUARANTEE**

Articles of Association

of

**CAMPAIGN AGAINST ARMS TRADE
(Company Number 08818199)**

(As amended by a special resolution passed on 9th June 2018)

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PART 1A INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise—

“**articles**” means the Organisation’s articles of association;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Organisation;

“**connected person**” means a child, parent, grandchild, grandparent, brother or sister of a director or any such person’s (or the director’s) spouse or civil partner or a person carrying on business in partnership with the director or with any other connected person or an institution controlled by the director and/or by one or more connected person or a company in which the director and/or any connected person has a substantial interest;

“**Court**” means the relevant court of law having jurisdiction in respect of the matter being referred to;

“**director**” means a company director of the Organisation, and includes any person occupying the position of director of the Organisation;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**facilitator**” has the meaning given in article 15;

“**meeting facilitator**” has the meaning given in article 27;

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Organisation**” means the company;

“**participate**”, in relation to a Steering Committee meeting, has the meaning given in article 13;

“person” means an individual and does not include a corporate organisation;
“special resolution” has the meaning given in section 283 of the Companies Act 2006;
“Staff Director” means a person appointed as a director pursuant to article 19 by virtue of his or her becoming a permanent employee of the Organisation;
“Steering Committee” means the board of directors;
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
and
“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Organisation.

For the avoidance of doubt these articles are governed by the laws of England and Wales.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Organisation in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for—

- (a) payment of the Organisation’s debts and liabilities contracted before he or she ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 1B

OBJECTS, POWERS, APPLICATION OF INCOME/PROPERTY, DIRECTORS’ BENEFITS

3. Objects

The objects for which the Organisation is formed are to work to end the international arms trade, including (but not limited to) the following priorities:-

- (a) stopping the procurement or export of arms in circumstances where this might exacerbate conflict, support aggression, increase tension, support an

oppressive regime, undermine democracy or threaten social welfare through the level of military spending;

(b) ending all governmental political and financial support for arms exports; and

(c) promoting progressive demilitarisation within arms-producing countries.

4. Powers

The Organisation has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular it has power:

- (a) to raise funds and to invite and receive contributions;
- (b) to campaign with supporters and work with other agencies or organisations having similar or compatible aims and, where appropriate, acquire, merge with or enter into any partnership, joint venture or other arrangement with such organisations;
- (c) to set aside income as a reserve against future expenditure;
- (d) to carry out campaigning activities that support or oppose any change in the law which may affect the Organisation's objects (or the achievement of them) and to comment and take action publicly on social, political or economic issues which relate to the Organisation's objects or their achievement;
- (e) to conduct research and collect information about issues relevant to the purposes of the Organisation and to make the results of such research and such information available to interested people and bodies;
- (f) to create, hold, produce and/or contribute to conferences, workshops, courses, lectures, actions and other formal and informal events and programmes using any available medium;
- (g) to write, create and/or publish text or material using any available medium;
- (h) to draw or accept cheques and other types of funds and to operate bank or other accounts in the name of the Organisation;
- (i) to employ staff, agents or consultants and to provide for their proper payment including any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants, and also to recruit and work with interns and volunteers;
- (j) subject to such consents as may be required by law:

(i) to buy, lease, hire or otherwise acquire any property, equipment, assets or rights and to construct, maintain and alter any buildings or works;

(ii) to sell, let, licence, mortgage or dispose of all or any of the property or assets of the Organisation;

(iii) to borrow or raise money for the purposes of the Organisation on such terms and on such security as it shall think fit;

(iv) to lend money on such terms and subject to such security as may be thought fit;

(v) to invest any money of the Organisation not immediately needed for its purposes in any way as it shall think fit and to take professional investment advice where necessary;

- (k) to provide indemnity insurance for the directors;
- (l) to indemnify any director or former director against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006;
- (m) to pay out of the funds of the Organisation the costs of registering it as a company; and
- (n) to do all other lawful things which further any or all of the above objects.

5. Application of income and property and directors' benefits

- (a) The Organisation is a not-for-profit organisation and the income and property of the Organisation shall be applied solely towards the promotion of the objects.
- (b) A director is entitled to be reimbursed by the Organisation for reasonable expenses incurred on behalf of the Organisation.
- (c) None of the income or property of the Organisation may be paid out by way of dividend or otherwise by way of profit to any member of the Organisation, but this does not prevent a member receiving reasonable remuneration for any goods or services supplied to the Organisation.
- (d) No director and no connected person may buy any goods or services from the Organisation on preferential terms nor sell goods or services nor sell or rent any interest in land to the Organisation nor be employed by or receive any remuneration from the Organisation (other than reimbursement of reasonable expenses) nor receive any other financial benefit from the Organisation (other than the indemnity or indemnity

insurance referred to in article 4 (k) and (l)) unless the payment or benefit is permitted by sub-paragraph (e) below.

- (e) A director or connected person may:
- (i) receive a benefit from the Organisation in the capacity of a beneficiary of its services;
 - (ii) receive interest on money lent to the Organisation at a reasonable rate which must be at least 2% per annum below the base rate of a clearing bank selected by the directors (and for the avoidance of doubt no interest shall be payable if the base rate is 2% or lower);
 - (iii) enter into a contract for the supply of services or goods to the Organisation or be employed by the Organisation provided that the director concerned is absent or withdraws at the relevant time from any meeting at which such a proposal is under discussion and at least three other directors resolve at a meeting that it is in the best interests of the Organisation for the director concerned to receive that benefit and that the level of the benefit is proportionate and reasonable in all the circumstances and they record the reason for their decision; and
 - (iv) receive rent for premises let by the director or connected person to the Organisation if the amount of rent and the other terms of the lease are reasonable and provided that the director concerned is absent or withdraws at the relevant time from any meeting at which such a proposal is under discussion.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

(1) Subject to the articles, the directors are responsible for the management of the Organisation's affairs, for which purpose they may exercise all the powers of the Organisation.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

7. Directors may delegate

(1) The directors may delegate any of their powers or functions to a committee of two or more directors and the terms of any delegation must be recorded in the minutes.

(2) The directors may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Organisation except in accordance with a budget previously agreed with the directors, and if subsequently the full amount of any agreed budget is spent no significant further expenditure may be incurred without obtaining the directors' prior approval.

(3) The directors may revoke or alter a delegation.

(4) All decisions agreed by any committee must be fully reported to the directors.

8. Committees and special advisers

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees which prevail over rules derived from the articles if they are not consistent with them.

(3) In addition to setting up committees of the nature envisaged by article 7 above the directors may also from time to time set up advisory committees (which may include non-directors) to assist the directors in their decision-making process.

(4) The directors may also appoint unpaid special advisers, inviting them to attend Steering Committee meetings and to participate in all or any discussions at those meetings.

9. Rules and Regulations

(1) The directors may from time to time make such reasonable and proper rules, regulations and bye laws ("**Rules & Regulations**") as they may deem necessary or useful for the proper conduct and management of the Organisation, save that none of the Rules & Regulations shall be inconsistent with or shall purport to repeal anything contained in these articles.

(2) The Rules & Regulations may regulate (but are not restricted to) the following matters:-

- (a) the admission of members, the number of members, the rights and privileges of members and the subscriptions and other fees or payments to be made by members (if any) and different categories of membership, associate membership, supporters, etc;
- (b) the procedure at general meetings and Steering Committee meetings insofar as such procedure is not regulated by these articles or the Companies Acts;
- (c) the conduct of members, employees and volunteers;
- (d) how decisions are made by directors;

- (e) how directors are appointed; and
- (f) generally all such matters as are commonly the subject matter of company rules.

(3) The directors in Steering Committee meetings have the power to alter, add to or repeal any of the Rules & Regulations.

(4) The directors must adopt such means as they consider sufficient to bring the Rules & Regulations to the notice of the members.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

(1) The directors shall endeavour to make all decisions by broad consensus. The definition of broad consensus and the explanation of how and why the Organisation uses consensus decision-making is defined in the Rules & Regulations.

(2) In reaching their decisions the directors shall consider and take into account the views of supporters as defined in the Rules & Regulations.

11. Unanimous decisions in writing

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, to which each eligible director has indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been involved in the decision on the matter had it been proposed as a resolution at a Steering Committee meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

12. Steering Committee meetings

(1) Subject to article 12(2), Steering Committee meetings shall be held four times a year on dates (and at times and locations) agreed between the directors as far in advance as reasonably possible.

(2) In addition, an emergency Steering Committee meeting may be held at any time if the number of directors calling it makes the meeting quorate.

13. Participation in Steering Committee meetings

(1) Subject to the articles, directors participate in a Steering Committee meeting, or part of a *Steering Committee meeting*, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a Steering Committee meeting, it is irrelevant where any director is or how they communicate with each other.

14. Quorum for Steering Committee meetings

(1) Subject to article 14(3), at a Steering Committee meeting, unless a quorum is participating, no decision to be taken, except a decision to call another meeting.

(2) In order for a Steering Committee meeting to be quorate at least 3 or one-third of the Staff Directors (whichever is the least) and one-third of the non-Staff Directors must be present and at least half those present must be non-Staff Directors.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.

15. Facilitating of Steering Committee meetings

(1) At each Steering Committee meeting the directors shall appoint one of their number or a special adviser (appointed as such pursuant to article 8(4)) to facilitate the following Steering Committee meeting and the person so appointed is known as the facilitator. At the start of the first Steering Committee meeting the directors shall also appoint one of their number to facilitate that meeting.

(2) If the facilitator is not participating in a Steering Committee meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to facilitate the meeting.

16. Declaration and conflicts of interest

(1) A director must declare the nature and extent of any interest which they have in an actual or proposed transaction or arrangement with the Organisation and must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the Organisation and any personal interest.

(2) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person (other than one involving a direct or indirect benefit to that director) and the conflict is not authorised by virtue of any other provisions in these articles, the unconflicted directors may authorise such a conflict if the conflicted

director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person.

(3) For the avoidance of doubt, Staff Directors must absent themselves from any discussions in relation to matters concerning individual members of staff or salary reviews.

17. Records of minutes and resolutions to be kept

The directors must ensure that the Organisation keeps an authenticated copy of the minutes of all general and directors' meetings and of all written resolutions of the members for at least 10 years from the date of the relevant meeting or resolution.

APPOINTMENT, RETIREMENT AND TERMINATION OF APPOINTMENT OF DIRECTORS

18. Appointment of directors

(1) Save as provided in articles 14(3) and 19, the Organisation may only appoint new directors in the circumstances set out in article 18(2).

(2) The Organisation shall carry out a recruitment process to appoint new directors as necessary. Details of the process, length of term of office and any other matters relevant to the appointment of directors shall be set out in the Organisation's Rules & Regulations as amended from time to time.

(3) All directors shall become members of the Organisation (if they are not already members) on being appointed as directors and shall automatically cease to be members of the Organisation on ceasing to be directors.

19. Number of appointed directors, and staff directors

There shall at all times (unless the Organisation is unable to fill any vacancies from time to time) be enough non-Staff directors to ensure that the Organisation is quorate at Steering Committee meetings. In addition, all paid permanent employees of the Organisation shall automatically become directors at the start of their employment by the Organisation unless in exceptional circumstances the Steering Committee agrees that a paid permanent employee shall be exempt from becoming a director. An employee who becomes a director by virtue of being a permanent employee shall automatically cease to be a director on ceasing to be employed by the Organisation.

20. Termination of director's appointment

A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006;

(b) notification is received by the Organisation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(c) that person is removed from office by a resolution passed pursuant to section 168 of the Companies Act 2006;

(d) that person fails without reasonable excuse to attend three out of four Steering Committee meetings or the other directors agree that the person concerned is guilty of misconduct or has brought the Organisation into disrepute or is unable to fulfill their duties and the Organisation has followed its disciplinary and grievance procedures as set out in its Rules & Regulations.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER / REGISTER OF MEMBERS

21. Applications for membership

No person other than the subscribers to the Organisation's memorandum of association shall become a member of the Organisation unless—

- (a) that person has completed an application for membership in a form approved by the directors,
- (b) that person supports the objects of the Organisation, and
- (c) the directors have approved the application.

22. Register of members

The directors shall keep a register of names and addresses of the members.

23. Termination of membership

(1) A member may withdraw from membership of the Organisation by giving 7 days' notice to the Organisation in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies.

(4) The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made. Where a complaint against a member is under investigation the directors may temporarily suspend that person's

membership pending the outcome of the investigation. Where such person is also a director, the other directors may also suspend that person's directorship pending the outcome of the investigation.

(5) If a person who is a director ceases for any reason to be a member then they must also resign as a director.

GENERAL MEETINGS

24. Calling general meetings

(a) The Organisation may (but shall not be obliged to) hold an annual general meeting.

(b) The directors may also call an extraordinary general meeting at any time.

(c) At least 14 days' notice of the date of any general meeting shall be given to all members, except that a general meeting may be called by shorter notice if it is so agreed by at least 90% of the members.

(d) The notice must state the date, time and place of the meeting and the general nature of the business to be conducted, and if the meeting is to be an annual general meeting the notice shall state this. The notice must also contain a statement setting out the right of members to appoint a proxy and may also contain other information *regarding how decisions are intended to be reached at the meeting and what will be done to take into account the views of those who cannot attend.*

(e) The notice must be given to all members.

25. Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or be involved in decisions at it.

(3) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(4) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and be involved in decisions at that meeting, they are (or would be) able to exercise them.

26. Quorum for general meetings

No business other than the appointment of the meeting facilitator is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The rules as to what constitutes a quorum for general meetings shall be set out in the Organisation's Rules & Regulations.

27. Facilitating general meetings

(1) At every general meeting the directors present must appoint either a director or a member to facilitate the meeting, and the appointment of the meeting facilitator must be the first business of the meeting.

(2) The person facilitating a meeting in accordance with this article is referred to as "the meeting facilitator".

28. Attendance and speaking by non-members

The meeting facilitator may permit persons who are not members of the Organisation to attend and speak at a general meeting.

29. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the meeting facilitator must adjourn it.

(2) The meeting facilitator may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the meeting facilitator that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The meeting facilitator must adjourn a general meeting if directed to do so by the meeting.

DECISION-MAKING AT GENERAL MEETINGS

30. Decision Making: general

(1) The members shall endeavour to make all decisions by broad consensus. If, after an appropriate discussion, there is not unanimity, a majority decision may be made (a simple majority in the case of decisions which under company law can be made by ordinary resolution and a 75% majority in the case of decisions which under company law require a special resolution). If a decision is made otherwise than unanimously, those who disagree shall be entitled to have their dissent (and the reasons for their dissent) recorded.

(2) Subject to article 30(1), if a resolution is put to the vote at a general meeting it must be decided by a show of hands unless a poll is properly demanded and each member shall have one vote.

(3) The right of the members to make decisions in their capacity as members shall be limited to those issues in respect of which the Companies Acts give members that right.

31. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the meeting facilitator whose decision is final.

32. Poll votes

For the avoidance of doubt, the provisions of the Companies Acts relating to the right to demand a poll shall apply.

33. Proxy votes

For the avoidance of doubt, the provisions of the Companies Acts relating to the right to appoint proxies shall apply.

34. Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the Organisation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the meeting facilitator may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the meeting facilitator, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the meeting facilitator proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the meeting facilitator, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the facilitator's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

35. Written resolutions

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to take part in the decision had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member,
- (b) a simple majority (or in the case of a special resolution by a majority of not less than 75%) of members has signified its agreement to the resolution, and
- (c) each member's agreement is contained in an authenticated document which has been received by the Organisation within 28 days after (and including) the date on which the resolution was circulated.

PART 4

ADMINISTRATIVE ARRANGEMENTS

36. Accounts

The directors shall ensure that accounts are prepared for each financial year and shall ensure that accounting records are kept, in each case as required by the Companies Acts.

DIRECTORS' INDEMNITY

37. Indemnity

(1) Subject to article 37(2), a relevant director of the Organisation may be indemnified out of the Organisation's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Organisation,
- (b) any liability incurred by that director in connection with the activities of the Organisation in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Organisation.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article a "relevant director" means any director or former director of the Organisation.

PART 5
DISSOLUTION

38. Dissolution

(1) The members of the Organisation may at any time before (and in expectation of) its dissolution resolve that any net assets of the Organisation after all its debts and liabilities have been paid (or provision for them has been made) shall on or before the dissolution of the Organisation be applied:

- (i) directly in pursuance of the Organisation's objects or
- (ii) by transfer to another (or more than one other) organisation whose purposes are similar to the Organisation's objects or
- (iii) if there are no suitable organisations with similar objects, by transfer to any other not-for-profit organisation or organisations chosen by the members.

(2) Subject to any such resolution of the members, the directors may at any time before (and in expectation of) the Organisation's dissolution resolve that any net assets of the Organisation after all its debts and liabilities have been paid (or provision made for them) shall on or before the dissolution of the Organisation be applied in any manner set out in sub-paragraphs (i) to (iii) of article 38(1).

(3) In no circumstances shall the net assets of the Organisation be paid to, or distributed amongst, the members of the Organisation.