



Open Property Data Association Ltd

Articles of Association

Incorporated on 5th April 2023

Company Number 14789946

**MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE AND NOT HAVING SHARE A
CAPITAL, WITH AMENDED PROVISIONS**

OPEN PROPERTY DATA ASSOCIATION

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members
3. Objects

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority
5. Members' reserve power
6. Directors may delegate
7. Committees

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively
9. Unanimous decisions
10. Calling a directors' meeting
11. Participation in directors' meetings
12. Quorum for directors' meetings
13. Chairing of directors' meetings
14. Casting vote
15. Conflicts of interest
16. Records of decisions to be kept
17. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

18. Methods of appointing directors
19. Termination of director's appointment
20. Directors' remuneration
21. Directors' expenses

PART 3
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

- 22. Applications for membership
- 23. Termination of membership

ORGANISATION OF GENERAL MEETINGS

- 24. Attendance and speaking at general meetings
- 25. Quorum for general meetings
- 26. Chairing general meetings
- 27. Attendance and speaking by directors and non-members
- 28. Adjournment

VOTING AT GENERAL MEETINGS

- 29. Voting: general
- 30. Errors and disputes
- 31. Poll votes
- 32. Content of proxy notices
- 33. Delivery of proxy notices
- 34. Amendments to resolutions

PART 4

ADMINISTRATIVE ARRANGEMENTS

- 35. Means of communication to be used
- 36. Association insignias
- 37. No right to inspect accounts and other records
- 38. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 39. Indemnity
- 40. Insurance

RESTRICTION ON DISTRIBUTION OF PROFITS/ASSETS

- 41. Profits
- 42. Assets on winding-up/Dissolution

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In these articles, unless the context requires otherwise—

Act: means the Companies Act 2006 as far as they apply to the association;

Articles: means the association's articles of association for the time being in force;

Association: means the Company;

Bankruptcy: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board: means the Board of Directors from time to time;

Chair: means the "chair of the board" and has the meaning given in article 12;

Director: means a director of the association, and includes any person occupying the position of director, by whatever name called;

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;

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;

Rules/code of conduct: means the rules and code of conduct relating to the association that are made by the association from time to time;

Special resolution: has the meaning given in section 283 of the Companies Act 2006;

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.

Words importing the singular or masculine form such include the plural and feminine and vice versa.

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 association.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while they are a member or within one year after they cease to be a member, for—

(a) payment of the association's debts and liabilities contracted before they cease 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.

Objects

3. The following shall be the objects of the Association ("Objects"):

- (1) To create a nationwide association of property data providers, property data aggregators, or property data connectivity and integration solutions;
- (2) To promote the needs of property data firms amongst those who make decisions that directly impact upon their business;
- (3) To collate the views and experiences of property data firms and interpret them, and to formally challenge policy, regulators, and relevant government departments;
- (4) To promote the value of open property data and trust frameworks;
- (5) To promote and represent the interests of the Members of the Association, and on their behalf to undertake lobbying and similar activities;
- (6) To create a network and community to encourage contact and exchange of ideas and experience between property data firms;
- (7) To undertake any activity which the Association considers necessary to improve the home moving process for the consumer and to promote the benefits and opportunities to them and the stakeholders in the home moving industry.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. Subject to the articles, the directors are responsible for the management of the association's business, for which purpose they may exercise all the powers of the association.

Members' reserve power

5. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

6. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee
 - (b) by such means (including by power of attorney)
 - (c) to such an extent
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditionsas they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part or, alter its terms and conditions.

Committees

7. (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.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

8. (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the association has less than five directors, and

(b) no provision of the articles requires it to have more than five directors, the general rule does not apply, and the directors may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

9. (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, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' 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.

Calling a directors' meeting

10. (1) The board will meet a minimum of 4 times per year however, any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the association secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—
 (a) its proposed date and time
 (b) where it is to take place; which can be in person or remotely via an appropriate interactive platform.

(3) Notice of a directors' meeting must be given to each director but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

11. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' 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 directors' meeting, it is irrelevant where any director is or how they communicate with each other.

Quorum for directors' meetings

12. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

(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—
 (a) to appoint further directors, or
 (b) to call a general meeting to enable the members to appoint further directors.

Chairing of directors' meetings

13. (1) If the Chair is not present, the directors may appoint a director to chair their meetings.

(2) The person so appointed for the meeting is known as the chair but only for that meeting period.

(3) The directors may terminate the chair's appointment at any time.

(4) If the chair is not present at a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

14. (1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

15. (1) In line with s175 of the Companies Act where directors have a duty to avoid conflicts of interest, if a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the association is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the association by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the association or any of its subsidiaries

(b) subscription, or an agreement to subscribe, for securities of the association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the association or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting,

for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

16. The directors must ensure that the association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

18. (1) The executive committee will be composed of a minimum of the chair and 5 member firm representatives. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors
- (c) for an initial term of 3 years (with a 2-year break clause) and a maximum term of 9 years

(2) In any case where, because of death, the association has no members and no directors, the industry representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

19. The board can vote to suspend or remove a director before the expiration of their term if they are not acting in the best interests of the association without prejudice to the provision of the Company's Act 2006. 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 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) any breach of the rules or objectives of the association.

Directors' remuneration

20. (1) Directors may undertake any services for the association that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the association as directors, and
 - (b) for any other service which they undertake for the association.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness, or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the association for any remuneration which they receive as directors or other officers or employees of the association's subsidiaries or of any other body corporate in which the association is interested.

Directors' expenses

21. The association may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the association.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

22. No person shall become a member of the association unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

23. (1) A member may withdraw from membership of the association by giving one year's notice to the association in writing. Membership is not transferable.

(2) A firm's membership terminates when that firm ceases to exist or is wound up.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

24. (1) General meetings will be held annually not later than 30th September each year either in person or remotely via an appropriate interactive platform. A person can exercise the right to speak at a general meeting when that person is able 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) A person can exercise the right to vote at a general meeting when—

(a) that person can vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) 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.

(5) 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 vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

25. A minimum of 2 member attendees are required for general meetings. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

26. (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting.”

Attendance and speaking by directors and non-members

27. (1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chair of the meeting may permit other persons who are not members of the association to attend and speak at a general meeting.

Adjournment

28. (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 chair of the meeting must adjourn it.

(2) The chair of the meeting 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 chair of the meeting 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 chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the association must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the association’s general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

29. (1) Every member who is entitled to attend and vote at General Meetings shall have one vote.

(2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. In the event of an equal vote, the chair can be requested to provide the casting vote.

Errors and disputes

30. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meetings 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 chair of the meeting whose decision is final.

Poll votes

31. (1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chair of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of proxy notices

32. (1) Proxies may only be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed or provided electronically by the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The association may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

33. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the association by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

34. (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 association 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 chair of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, 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 chair of the meeting 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 chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

35. (1) Subject to the articles, anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the association.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the association that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Association insignia

36. (1) Any common insignia will be in a digital format and may only be used by the authority of the directors.

(2) For the purposes of this article, an authorised person is—

- (a) any director of the association;
- (b) the association secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

37. Except as provided by law or authorised by the directors or an ordinary resolution of the association, no person is entitled to inspect any of the association's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

38. The directors may decide to make provision for the benefit of persons employed or formerly employed by the association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the association or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

39. (1) Subject to paragraph (2), a relevant director of the association or an associated association may be indemnified out of the association'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 association or an associated company,
- (b) any liability incurred by that director in connection with the activities of the association or an associated company 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 association or an associated company.

(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) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the association or an associated association.

Insurance

40. (1) The directors may decide to purchase and maintain insurance, at the expense of the association, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a "relevant director" means any director or former director of the association or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the association, any associated company or any pension fund or employees' share scheme of the association or associated company and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

RESTRICTION ON DISTRIBUTION OF PROFITS/ASSETS

Profits

41. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association except upon the winding up or dissolution of the Association. Provided that nothing in this document shall prevent any payment in good faith by the Association:

- (1) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a director

(2) of interest on money lent by any member of the Association at a reasonable and proper rate per annum not exceeding 3 per cent per annum more than the published base lending rate of a clearing bank to be selected by the directors

(3) of reasonable and proper rent for premises demised or let by any member of the Association.

Assets on Winding Up or Dissolution

42. If upon the winding-up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (the "Winding-Up Proceeds"), none of the Winding-Up Proceeds shall be paid or distributed among the Members in their capacity as members and instead the Winding-Up Proceeds shall be returned to those persons which have become Members and which have subsequently purchased services, rights or, good or from the Association including but not limited to membership services, research and attendance at events within the 5 years prior to the winding-up or dissolution of the Association (the "Contributors"), and the proportion of the Winding-Up Proceeds to be paid to each of the Contributors shall be as nearly as practicable equal (in the best estimate of the Board) to the proportion of such rights, goods and/or services acquired or received from the Association by each Contributor, such that the trade conducted by the Association shall be that of mutual trading as described in *Municipal Mutual Insurance Ltd v Hills* [1932] 16TC430 and in accordance with the guidance provided by HM Revenue & Customs.