

Memorandum of Association  
of  
The Henry Doubleday Research Association

1. The name of the Company (hereinafter called 'the Company') is The Henry Doubleday Research Association. The registered office of the Company will be situated in England.

2. The objects for which the Company is established are:-

To advance Education and Science for the public benefit by:

The improvement of scientific and practical Horticulture and Agriculture in all their branches through the application of Organic methods and principles.

Research into and the study of Organic methods and principles of Horticulture and Agriculture and the dissemination of the useful results thereof.

The advancement of awareness and knowledge of Ecosystems and our impact on them by demonstrating the value of Organic methods on a broad education front, both in the United Kingdom and overseas.

The preservation and protection of the Company's property at Ryton Gardens (and/or such other properties as the Company may manage or acquire) and the conservation of wildlife thereon as a centre or centres for scientific research into the practical application of organic methods of agriculture and horticulture and their influence on the wildlife using the property as their natural habitat and to make the same available for inspection and study by members of the public.

3. In furtherance of the said objects, but not further or otherwise, the Company shall have power:-

(1) To accept the transfer of the assets and

responsibilities of the Henry Doubleday Research Association, a registered charity (no 206178), founded in the year 1958 and to carry on its work.

(2) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(3) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(4) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(5) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.

(6) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property in any part of the world, whether real or person, movable or immovable, as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(7) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or company and generally to enter into and execute such indemnities guarantees and insurances as may be deemed necessary or convenient for the promotion of the Company's objects.

(8) To amalgamate with any companies,

institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.

(9) To accept any bequest, devise, gift, subscription, covenant or donation whatsoever whether or not the same shall be subject to any special conditions or trusts.

(10) To establish and support or aid in the establishment and support of any charitable association or institution in any way connected with the purposes of the Company or calculated to further its objects and to subscribe or guarantee money for purposes approved by the council.

(11) To affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Company.

(12) To provide scientific analysis or other specialist advisory services to the public either free of charge or at such charges as the Council of the Company may from time to time determine provided that in the case of commercial undertakings requiring such services the same shall, unless the Council otherwise decide, only be carried out upon terms that the expenses of the Company in connection therewith are paid in full and a donation made to the funds of the Company which shall retain complete control over the conduct of any experiments or tests required.

(13) To collect interpret and publish the results of study or research.

(14) To provide by way of gift, grant loan or otherwise resources for the development improvement arrangement or carrying out of any projects from time to time entered into or proposed to be entered into by any body group or individual calculated to assist in the promotion of the Company's objects and to commission any projects for study and research into all or any of the objects of the Company.

(15) To devise and publish details of experiments capable of being utilised to give information on problems of organic husbandry.

(16) To sell books, publications, seeds, plants and organic products in furtherance of the foregoing objects; all proceeds being devoted to

the purposes of the Company.

(17) To initiate, support and co-operate with other bodies whether public or private and firms in proposals and activities calculated to assist the promotion of the Company's objects.

(18) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

(19) To initiate and set in motion projects of a promotional value designed to contribute to the work of the Company.

(20) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise. Provided that the Company shall not undertake any permanent trading activities in raising funds for its primary charitable objects.

(21) To establish and maintain a demonstration, education and research centre which shall be open to members and to the general public, and make charges for admission as a contribution to the cost thereof.

(22) To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes.

(23) To hold exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others and employ any other appropriate teaching technique.

(24) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research.

(25) To co-operate and enter into any arrangements with any authorities, national, local or otherwise.

(26) To employ, train and pay any person or persons to supervise, organise, carry on the work of and advice the Company.

(27) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

(28) Subject to the provision of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions or other benefits for officers or servants for the time being of the Company or their dependants.

(29) To draw, make, accept, endorse, discount,

execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.

(30) To make such rules, regulations and bye-laws as are necessary to the efficient running of the Company.

(31) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(32) To establish local branches (whether autonomous or not).

(33) To do all such other lawful things as are necessary for the attainment of the Company's objects or the exercise of any of the foregoing powers.

**PROVIDED THAT:-**

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the

Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 members of the Company and no member of its Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or monies-worth from the Company; PROVIDED that nothing herein shall prevent the payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Council for any services rendered to the Company;
- (b) of fees, remuneration or other benefit in money or monies worth to a company of which a member of the Council may be a member holding not more than 1/100th part of the capital of that company; and
- (c) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Company or its Governing Body;
- (d) To any member of the Council of reasonable out-of-pocket expenses.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which section 30 of the Companies Act 1985 applies.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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 such amount as may be required not exceeding one pound sterling.

8. If upon the winding up or dissolution of the Company there remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or

members to an extent at least as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by Ordinary Resolution of the Company at or before the time of dissolution and insofar as effect cannot be given to such provision then to some other charitable object.

distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their

**Articles of Association  
of  
The Henry Doubleday Research Association**

**Interpretation**

1. In these regulations -

**The Act** means The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

**The Articles** means these Articles of Association, and the regulations of the Company from time to time in force

**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 or on which it is to take effect

**Month** means calendar month

**Executed** includes any mode of execution

**Office** means the registered office of the Company

**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

**The United Kingdom** means Great Britain and Northern Ireland

**The Council** means the Council of Management for the time being of the Company

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.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

The Company is established for the purposes expressed in the Memorandum of Association of the Company.

**Members**

2. For the purposes of registration the number of members of the Company is declared to be unlimited.

3. The subscribers to the Memorandum of Association and such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company

4. There shall be the following classes of membership:-

Life members, members paying annual subscriptions, and honorary members. Affiliated members, which shall comprise societies, associations and similar bodies, each such body counting as one member.

5. An application for individual membership must be signed by the applicant.

6. The Council may from time to time prescribe the rates of subscription payable by members of all classes and any refund of subscription shall be at the discretion of the Council.

7. The Council may at any time and from time to time in its absolute discretion admit to be a member any person or association who shall apply for such membership in the manner for the time being prescribed by the Council and who shall upon admission and while such membership continues pay to the Company as hereinbefore provided an annual or other subscription of such sum as the Council shall from time to time prescribe.

8. The Council may for special reasons wholly or partly remit or waive the payment of any subscriptions in any case and subject to any conditions they may think fit.

9. Horticultural or other societies and associations, libraries, clubs, local authorities, public bodies, government departments, companies, firms, partnerships, institutions and similar bodies in any part of the world may if approved by the Council become affiliated to the Company on payment of a fee of such a sum as may be determined from time to time by the Council and the Council may lay down scales of affiliation fees which differentiate between different bodies. Any such body may subscribe to the Company's publications without formally affiliating to it.

10. In this clause the term 'member' shall include an affiliated body and a branch or group, the term 'subscription' an affiliation fee and an annual fee, and the term 'membership' affiliation of any body or branch or group.

(a) A member shall cease to be such in any of the following circumstances:-

(i) If an annual or other subscription in respect of any year shall remain payable and unpaid for six months after the close of the month in which it falls due; or

(ii) If the member resigns from membership by seven clear days notice in writing or

(iii) If the member shall be removed by the unanimous vote of those present and voting at a duly convened meeting of the Council.

Provided always that no member shall be removed unless:-

(a) Such member shall have had at least twenty-eight days notice in writing of the date of the meeting and of the grounds on which their removal is sought

(b) Such member has had an opportunity of stating their case to and of defending themselves before the Council, either in person or with the aid of a friend or legal representative

(c) Each member of the Council shall have had at least seven days notice prior to the meeting that the business of the day will be or include the question of the removal of a member or members

(d) The member has conducted himself in a manner which in the discretion of the Council is prejudicial to the interests of the

Company or unfits him for membership of the Company.

(b) The rights of a member shall terminate on death, or in the case of corporate members or associations dissolution, winding up or liquidation and may not be transferred or transmitted.

### **Branches**

11. (a) At the discretion of the council any group or individual members of the Company who desire to work together in any area or locality or in any overseas land or in any area or locality of any overseas land to further the aims of the Company may be collectively affiliated to the Company as a branch or group. The Council may as it thinks fit merge or disband a branch or groups.

(b) Every branch or group shall upon demand supply the Council with such information and documents as it may require.

### **General Meeting**

12. The Company shall hold a General Meeting in every calendar year, but not more than 15 months apart, as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notice calling it, provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or the following year.

13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

14. The Council may whenever it thinks fit convene General Meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed

to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a General Meeting any member of the Council or any two members of the Company may call a General Meeting.

15. Any resolution for consideration at any General Meeting must be received by the secretary not less than 120 days before the date appointed for the meeting.

### **Notices of General Meetings**

16. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 21 clear days notice in writing. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice in writing but a General Meeting may be called by shorter notice if it is so agreed:-

(a) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) In the case of any other meeting by a majority in number of the members having a right to attend and vote.

The notice shall specify the time, day and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such, and include copies of the annual reports and accounts.

The notice shall be given to all members and to all members of the Council and Auditors.

17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at that

meeting whether such meeting be of the Company, the Council or any Committee thereof.

### **Proceedings at General Meetings**

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, the announcement of the results of the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Fifty members entitled to vote and personally present shall be a quorum.

20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.

21. The Chairperson of the Council shall preside as Chairperson at every General Meeting, but if there be no such chairperson or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside or have previously indicated their inability to attend that meeting, the Vice Chairperson of the Council, if present and willing, shall preside. Otherwise the members of the Council present shall select a member of the Council, if any be present and willing to

preside. If all the members of the Council present decline to take the chair or if no member of the Council is present the members present and entitled to vote shall choose some member of the Company who shall be present to preside as Chairperson for that meeting.

22. The Chairperson may with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven days notice shall be given specifying the time, day 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.

23. All questions arising at any meeting of the Company the Council or any Committee thereof which have to be decided by a vote shall, with the exception of those for which a special majority is required by the Articles of Company, be decided by a simple majority of those present and voting at such meeting. The Council may make byelaws as to the circumstances when a secret ballot instead of a vote by show of hands may be required and as to the procedure for vote by a ballot.

24. Any resolution which shall have the effect of altering, changing or amending the Memorandum of Association, or the Articles of Association of the Company shall require a 75% majority vote in favour of that resolution at any General Meeting of the Company.

25. 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 Chairperson or

b) by at least 2 members having the right to vote at the meeting present in person or by proxy or

c) by member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

26. Unless a poll by so demanded a declaration by the Chairperson of the meeting 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 made in the minute book of the Company, shall be consultive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

27. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairperson 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.

28. A poll shall be taken as the Chairperson directs and they 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.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other they may have.

30. A poll shall be taken either forthwith or at such time and place as the Chairperson 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.

31. No notice need be given of a poll not taken forthwith if the day, 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 days clear notice shall be given specifying the day, time and place at which the poll is to be taken.

32. No poll shall be demanded on the election of a Chairperson of a meeting or any question of adjournment.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present to vote in their own right. A corporation may vote by its duly authorised representative. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the

meeting or adjourned meeting at which the person named in the instrument proposed to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time fixed for holding the meeting.

37. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

### **Votes of Members**

38. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall be entitled to speak or vote on any question either personally, or by proxy, or as a proxy for another member, at any General Meeting.

39. Every member shall have one vote and in the case of a corporate member or an associate member this vote shall be exercised by its representative.

40. 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 Chairperson whose decision shall be final and conclusive.

41. In the case of the election of the members of the Council voting shall be by a system of postal voting. Every member of the Company entitled to attend and vote at the Annual General Meeting shall receive a ballot paper from the General Secretary of the Company not later than twenty eight clear days before the day appointed for the Annual General Meeting. Voting shall be by Single Transferable Vote System as described in the publications of The Electoral Reform Society. Completed ballot papers must be received at the Office (or such other place as the Council may direct) not later than seven clear days before the day appointed for the Annual General Meeting. The Secretary of the Company shall then arrange for the votes to be counted and thereafter report to the Chairperson of the Annual General Meeting the results of the votes cast. No ballot paper received by the Secretary of the Company within the required time may be withdrawn or altered. The Chairperson of the Annual General Meeting must be satisfied as to the proper conduct of the counting of the ballot papers and shall announce the results of the ballot voting at the Annual General Meeting and such announcement shall be conclusive evidence of the ballot votes cast. The Council shall be authorised to dispense with the holding of a postal ballot if the number of persons recommended by the Council and nominated by the members in accordance with Article 51 is the same as or less than the number of vacancies to be filled on the Council in which case the persons so recommended or nominated shall be considered duly appointed to the Council.

### **Council of Management**

42. The Council shall have the sole control and management of the income and property

of the Company, and also the entire management and superintendence of all other of the affairs and concerns thereof, and the exclusive right of appointing and of prescribing the respective duties, salaries and remuneration of, and removing of, such paid officers and servants as they may deem necessary or useful for the purpose of the Company. They may however delegate certain of these powers to designated officers. Provided that all acts and proceedings of any such officer to whom such powers are delegated shall be reported back to the Council as soon as possible and shall not incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Council.

43. The number of the elected members of the Council shall not, unless the Company in General Meeting otherwise determines, be less than 5 nor exceed fifteen, including the Chairperson and the Vice Chairperson.

44. At the first Council meeting following the resignation, retirement or other removal from office of the previous incumbents (in the usual course of business the meeting following the Annual General Meeting) the Council shall elect, from amongst their number, a Chairperson and Vice Chairperson who shall be Chairperson and Vice Chairperson of the Council and of the Company. Such Chairperson and Vice Chairperson shall remain in office as members of the Council and as Chairperson and Vice Chairperson for a period of 3 years and shall be exempt from the retirement by rotation provisions given in Article 48 but not from the provisions given in Article 55.

45. The members of the Council shall for the purposes of the Act be the directors of the company. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

46. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office.

47. The Company may by ordinary resolution of which special notice has been given in accordance with Section 303 of the Act remove any Council member before the expiration of their period of office notwithstanding anything in these articles or in any agreement between the Company and such member.

48. The Council shall be elected by postal ballot of all members held in accordance with Clause 41. Members of the Council shall hold office for 5 years save that as from the second Annual General Meeting one fifth of the Council shall retire from office and subject to the provisions of the Act the members of the Council to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who become or were last reappointed on the same date those to retire shall (unless they otherwise agree among themselves) be determined by lot.

49. **(DELETED)**

50. If the Company at the meeting at which a member of the Council retires by rotation, does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the member of the Council is put to the meeting and lost.

51. No person other than a member of the Council retiring by rotation shall be appointed or reappointed a member of the Council at any General Meeting unless -

a) They are recommended by the Council or

b) Their nomination has been given to the Secretary not less than 120 days before the date fixed for the Annual General Meeting together with a signed declaration that they are willing to stand for election. All such nominations must be seconded and in the case of a representative of a corporate or association member the nomination must be seconded by the committee or governing body of that member organisation. No member organisation shall nominate more than one of its own members for election.

52. Not less than twenty eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Council for appointment or reappointment as a member of the Council or in respect of whom a valid nomination has been received by the Secretary of the Company.

53. The Council may co-opt a person who is willing to act to be a member of the Council to fill a vacancy, provided that the appointment does not cause the number of members to exceed any number fixed by or in accordance with the articles as the maximum number of members of the Council. A member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the members who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting they shall vacate office at the conclusion thereof.

54. Subject as aforesaid, a member of the Council who retires at an Annual General Meeting may, if willing to act, be re-elected. If not, they shall retain office until the end of the meeting.

### **Disqualification and Removal of Members of the Council**

55. The office of the member of the council shall be vacated if:

- a) They cease to hold office by virtue of any provision of the Act or become prohibited by law from holding office
- b) They become bankrupt or make any arrangement or composition with their creditors generally; or
- c) become incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; or
- d) They resign their office by notice in writing to the Company; or
- e) They shall for more than three consecutive meetings have been absent without agreement of the members of the Council from meetings of the Council held during that period and the members of the Council resolve that their office be vacated; or
- f) They cease to be a member of the Company or are not members of the Company; or
- g) are directly or indirectly interested in any contract with the Company and fail to declare the nature of this interest as required by Section 317 of the Act.
- h) Not less than 80 per cent of all the Members of the Council for the time being resolve with reasonable cause that their office be vacated.

In addition the Company may remove any members of the Committee by extraordinary resolution, subject to the same safeguards as are provided by Clauses 10(iii)(a-c).

56. No member of the Council shall vacate office or be ineligible for reappointment nor shall any person be ineligible for appointment as a member of the Council by reason only of their having attained any particular age.

### **Powers of the Council**

57. The business of the Company shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles of Association and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

58. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced to less than the number prescribed by or in accordance with these Articles as the necessary quorum of the Council, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **Proceedings of the Council**

59. The Council shall met together for the dispatch of business not less than four times a year and may adjourn or otherwise

regulate its meetings as it sees fit and determine the quorum necessary for the transaction of business which shall be 5 or such greater number as the Council shall from time to time determine. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote. The Chairperson shall be authorised to change the date of or postpone by not more than 4 weeks any meeting of the Council provided that the Chairperson shall first notify all the Members of the Council of the proposed change and procure the consent thereto of a majority of all the Members of the Council.

60. The Chief Executive of the Company, the President and such officers as the Council may from time to time decide may attend meetings of the Council in an advisory capacity but may not take part in any vote.

61. Any three members of the Council may, and on the request of any three members of the Council the Secretary shall at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall be entitled to notice of a meeting at an address previously notified to the Secretary.

62. No resolution passed by the Council shall be rescinded within one year of the date thereof except by a two-thirds majority of those present and voting at any subsequent meeting of the Council. At least fourteen days' notice in writing shall be given to the Secretary of any proposal to rescind any such resolution and the Secretary shall give at least seven days' notice in writing of the proposal to each and every member of the Council.

63. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and

discretion by or under the regulations of the Company for the time being vested in the Council generally.

64. The Council may delegate any of its powers to Committees consisting of such members of the Company as it thinks fit and any Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

65. A Committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

66. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a simple majority of votes of the members present. The Chairperson shall not have a second or casting vote. Unresolved matters shall be referred to the Council.

67. A Committee shall report all acts and proceedings to the Council as soon as is reasonably practicable. The acceptance of a Committee report by the Council shall be deemed sufficient authority to the Committee to proceed with such actions being within their terms of reference and competence as the report recommends, subject to any alterations or modifications that the Council require to be made to that report.

68. All bona fide acts done by any meeting of the Council or of any Committee referred to above or by any person acting as a

member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

69. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of any Committees and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, and accepted by that meeting as a true record shall be sufficient evidence without any further proof of the facts therein stated.

70. A Council member shall not speak or vote in respect of any contract in which they are interested or any matter arising thereof, and if they do so vote shall not be counted.

71. Committee and Council members shall be paid all reasonable expenses properly incurred by them in attending and return from Council meetings, Committee meetings or General Meetings of the Company or in connection with the business of the Company.

72. A resolution in writing signed by all the members for the time being of the Council or of any Committee who are entitled to receive notice of a meeting of the Council or of a meeting of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

## **Officers**

73. The Officers of the Company shall consist of a Chief Executive, Secretary, Treasurer, and such others as the Council may decide. All Officers shall be appointed by the Council for such a time and upon such terms and condition as the Council thinks fit, and any officer so appointed may be removed by them. One person may hold anyone or more of such offices at any one time. No officer, servant or member in receipt of remuneration of any kind from the Company may be a member of the Council saving as provided by Clause 4 of the Memorandum of Association.

74. The provisions of Section 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint (or remove) a deputy Secretary and an assistant Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

75. A provision of the Act or these Articles requiring or authorising a thing to be done by, or to, a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council member and as, or in the place of, the Secretary.

76. The Council may at its discretion elect (a) any person of eminence as a President; (b) any number of persons of eminence as Vice-Presidents or patrons as they think fit and (c) any person as an Honorary Member. Such person may be elected for such period and subject to such conditions as the Council thinks fit. Vice-Presidents, patrons and Honorary Members may be removed at any time by a resolution of the Council and a President may be removed at any time by a resolution of the Members in General Meeting.

### **The Seal**

77. The Council shall provide for the safe

custody of the seal, which shall only be used by the authority of the Council or of a Committee authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Secretary or by a second. Council member or by some other person appointed by the Council for the purpose. The Secretary may send or cause to be delivered a sealed document to a member of the Council for countersignature and such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### **Accounts**

78. The Council shall cause accounting records to be kept in accordance with the requirements of the Act. These shall include:-

- a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures takes place
- b) all sales and purchases of goods by the Company and
- c) the assets and liabilities of the Company.

Proper accounting records shall not be deemed to be kept if there are not kept such records of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions at all times.

79. The records of account shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council and officers of the Company.

80. Members shall have the right of inspecting the account and records of the Company during normal office hours by

prior arrangement with the Secretary of the Company.

81. At the Annual General Meeting in every year the Council shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and shall be read out to the meeting.

82. The financial year shall end on December 31st of each year.

### **Audit**

83. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with the Act.

### **Finance**

85. All monies payable to the Company

shall be received by the Treasurer or such other officers of the Company or such bank or other financial institution as the Council shall appoint to receive the same. The receipt of the Treasurer or such other officer or financial institution shall be a sufficient discharge.

86. All monies payable to the Company shall be paid into an account or accounts kept in the name of the Company at such bank, banks or other financial institution as the Council shall from time to time appoint and cheques shall only be drawn, signed and endorsed in such manner and by such persons as the Council shall from time to time direct.

87. No officer or servant of the Company shall incur expenditure in the name of the Company exceeding such level as the Council shall by resolution determine without the prior approval of the Council.

88. Any money not required for immediate use may be invested by the Council as herein authorised.

### **Notices**

89. The Company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at the registered address appearing in the Register of Members, or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given shall be entitled to have notices given at that address.

90. Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post

office as a prepaid first class letter.

91. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- a) every member and every affiliated group or organisation;
- b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for that bankruptcy would be entitled to receive notice of the meeting;
- c) the auditor for the time being of the Company; and
- d) each Council member.

No other person shall be entitled to receive notices of General Meetings.

92. A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

93. 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 Council need not be in writing.

### **Indemnity**

94. Subject to the provisions of the Act the Company, the Council and any Committee thereof and any member of any such body as aforesaid and any Officer of the Company shall not be liable for any act or omission of any Officer Official Servant or agent thereof unless that act is expressly authorised in writing by or on behalf of the Council and every member of the Company or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by the said member in defending any proceedings whether civil or criminal in which judgement is given in the member's

favour or in which the member is acquitted or in connection with any application in which relief is granted to the member by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

### **Publications**

95. No printed document affecting the policy of the Company and no publication of any kind whatsoever shall be issued in the name of the Company without the written approval of the Council first being obtained. No person other than authorised officers and officials of the Company shall use the name of the Company or purport to act on behalf of or to represent the Company unless he shall have first been granted specific permission in writing by the Council in that behalf.

No individual member, affiliated body or branch shall taken any public action or make any public announcement in the name of the Company or otherwise do anything directly or indirectly to represent that any proposal, action or statement of facts or opinion has the approval of the Company. The Council alone may authorise persons to make announcements and publications in the name of the Company.

### **Interpretation**

96. If there should be any ambiguity or differences of opinion concerning the purport or interpretation of any rule and to deal with any matter not provided for in these rules, references shall be made in writing to the Secretary for the Company who shall refer the matter to the Council. The decision of the Council shall be final and binding upon all parties on all matters not covered by the Acts.

### **Dissolution**

97. Clause 7 of the Memorandum of

Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.